

**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 <b>Scrip Code: 508814</b>	The Manager (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex Mumbai-400 051 <b>Security ID: “COSMOFILMS”</b>
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**Sub: Submission of the voting results of the 39th Annual General Meeting (AGM) along with Scrutinizer Report.**

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**

  
Jyoti Dixit  
**Company Secretary**

Enclosed as above:

## COSMO FILMS LIMITED

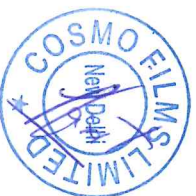
### VOTING RESULTS

[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
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
(a) Promoters and Promoter Group:	1
(b) Public:	185
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
(a) Promoters and Promoter Group:	N.A.
(b) Public:	

### Agendawise disclosure

Resolution No.1	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	Ordinary							
	Resolution required: (Ordinary/ Special)	No	Whether promoter/ promoter group are interested in the agenda/resolution?						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% 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	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	
<b>Total (A+B+C)</b>			19440076	8713399	44.82	8713399	0	100.00	0.00

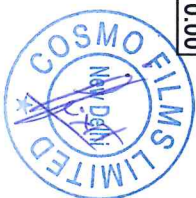


Resolution No. 2 Re-appointment of Ms. Alpana Parida who retires by rotation.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% 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	100.00	8458439	0	100.00	0.00
	Poll	8458439	0.00	0.00	0	0	0.00	0.00
	Total (A)	8458439	8458439	100.00	8458439	0	100.00	0.00
Public- Institutions	E-Voting	924624	191772	20.74	0	191772	0.00	100.00
	Poll	924624	0	0.00	0	0	0.00	0.00
	Total (B)	924624	191772	20.74	0	191772	0.00	100.00
Public- Non Institutions	E-Voting	10057013	62721	0.62	62721	0	100.00	0.00
	Poll*	10057013	467	0.00	467	0	100.00	0.00
	Total (C)	10057013	63188	0.63	63188	0	100.00	0.00
	Total (A+B+C)	19440076	8713399	44.82	8521627	191772	97.80	2.20

Resolution No. 3 Ratification of appointment of M/s. Walker Chandio & Co. LLP as Statutory Auditors and fixing their remuneration for the F.Y. 2016-17.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% 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	100.00	8458439	0	100.00	0.00
	Poll	8458439	0.00	0.00	0	0	0.00	0.00
	Total (A)	8458439	8458439	100.00	8458439	0	100.00	0.00
Public- Institutions	E-Voting	924624	191772	20.74	191772	0	100.00	0.00
	Poll	924624	0	0.00	0	0	0.00	0.00
	Total (B)	924624	191772	20.74	191772	0	100.00	0.00
Public- Non Institutions	E-Voting	10057013	62721	0.62	62721	0	100.00	0.00
	Poll*	10057013	467	0.00	467	0	100.00	0.00
	Total (C)	10057013	63188	0.63	63188	0	100.00	0.00
	Total (A+B+C)	19440076	8713399	44.82	8713399	0	100.00	0.00



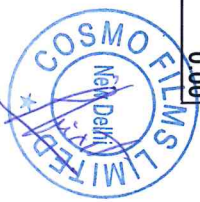


Resolution No. 4 Approval for payment of Commission to Non Executive Directors for a period of 5 years effective from Financial Year ended on 31.03.2017

Resolution required: (Ordinary/ Special)		Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary					
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% 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								
	Poll	8458439	8458439	100.00	8458439	0	100.00	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	62681	40	99.94	0.06	
	Poll*	10057013	467	0.00	467	0	100.00	0.00	
	Total (C)		63188	0.63	63148	40	99.94	0.06	
	Total (A+B+C)		19440076	8713399	44.82	8713359	40	100.00	0.00

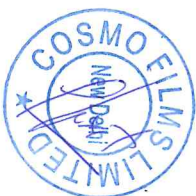
Resolution No. 5 Approval of the remuneration payable to Cost Auditors for the Financial Year 2016-17.

Resolution required: (Ordinary/ Special)		Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary					
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% 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								
	Poll	8458439	8458439	100.00	8458439	0	100.00	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)		19440076	8713399	44.82	8713399	0	100.00	0.00



Resolution No. 6 Determination of fees to be charged for service of document(s) in a particular mode.

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of valid 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	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)	19440076	8713399	44.82	8713399	0	100.00	0.00			





**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]

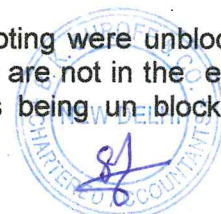
To,  
The Chairman  
Cosmo Films Limited  
(CIN: L92114DL1976PLC008355 )  
1008, DLF Tower-A, Jasola District Centre,  
New Delhi-110025

**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 unblocked in their presence.



# 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



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 in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
62	8713399	100.00%

(ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% 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

## 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)	Number of votes cast by them	% of total number of valid votes cast
57	8521627	97.80%





# 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

(ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
5	191772	2.20%

(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 person or by proxy or through E-Voting)	Number of votes cast in by them	% of total number of valid votes cast
62	8713399	100.00%

(ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% 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 person or by proxy or through E-Voting)	Number of votes cast in by them	% of total number of valid votes cast
61	8713359	100.00%





# 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

(ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
1	40	Negligible

(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

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

(i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast in by them	% of total number of valid votes cast
62	8713399	100.00%

(ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% 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



**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 person or by proxy or through E-Voting)	Number of votes cast in by them	% of total number of valid votes cast
62	8713399	100.00%

(ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% 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

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*

SANJIV AGGARWAL  
Partner  
Membership No: 85128  
Place : New Delhi

Dated: 27/8/2016

Sd/-  
Chairman of the Meeting