

CFL/SEC/SE/VV/2017-18/AGM/01  
July 10, 2017

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|---|--|
| The Manager (Listing)<br>Bombay Stock Exchange Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai-400 001<br>Scrip Code: 508814 | The Manager (Listing)<br>National Stock Exchange of India Ltd.<br>Exchange Plaza,<br>Plot no. C/1, G Block,<br>Bandra - Kurla Complex<br>Mumbai-400 051<br>Security ID: "COSMOFILMS" |
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**Sub: Annual General Meeting and Book Closure**

Dear Sir,

In compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please note that the 40<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Friday, August 04, 2017 to transact the Business as stated in the Notice of the Meeting dated May 17, 2017 (attached herewith) which is being posted to the Shareholders within the Statutory time frame prescribed.

Further the Register of Members and Share Transfer Books will remain closed from Saturday, July 29, 2017 to Friday, August 04, 2017 (Both days inclusive) for the purpose of Annual General Meeting.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing Remote E-Voting facility to all the Shareholders on the cut off date i.e. July 28, 2017 and the Remote E-Voting period begins on Tuesday, August 01, 2017 at 10:00 A.M. and ends on Thursday, August 03, 2017 at 05:00 P.M., during which the Shareholders may cast their vote electronically.

The Dividend for the Financial Year 2016-2017 (If approved by the Shareholders in ensuing A.G.M.) shall be paid/dispatched to the Shareholders on or before September 03, 2017.

You are requested to take the same on your records taking the same as adequate Compliance of relevant Regulation of SEBI (LODR) Regulations, 2015.

Thanking you

Yours faithfully,  
For Cosmo Films Limited



Jyoti Dixit  
Company Secretary & Compliance Officer

Encl: Notice of AGM



## COSMO FILMS LIMITED

Regd. Off: 1008, DLF Tower-A, Jasola District Centre, New Delhi-110025

CIN- L92114DL1976PLC008355

Tel: +91 11 49494949 Fax: +91 11 49494950

e-mail: [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com), Website: [www.cosmofilms.com](http://www.cosmofilms.com)

### NOTICE

Notice is hereby given that the Fortieth (40<sup>th</sup>) Annual General Meeting of the members of Cosmo Films Limited will be held at Indian Corporate Centre (ICC), J2B1 Extension, Mohan Cooperative, Mathura Road, New Delhi 110044 on Friday, 04<sup>th</sup> day of August, 2017 at 11:30 A.M. to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2017, and the Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Anil Kumar Jain (DIN: 00027911) who retires by rotation and being eligible offers himself for reappointment.
4. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the members of the company do hereby ratify the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N) who were appointed in the 38<sup>th</sup> Annual General Meeting (held on August 06, 2015) to hold office for a period of 5 years until the conclusion of the 43<sup>rd</sup> Annual General Meeting, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, as Statutory Auditors of the Company to hold office upto the conclusion of 41<sup>st</sup> Annual General Meeting,”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### SPECIAL BUSINESS

5. To appoint Mr. Vivek Nangia (DIN: 07646933) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable

provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vivek Nangia (DIN: 07646933), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to November 02, 2021 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”

6. To approve payment of managerial remuneration in case of no profit or inadequate profit and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:-**

“**RESOLVED THAT** in supersession of the resolution passed earlier by the Shareholders in this regard and pursuant to the provisions section 197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approvals as may be necessary, the Company hereby accords its approval for payment of minimum remuneration to managerial personnel in case of no profit or inadequate profit in any financial year, during the 3 financial years commencing from April 01, 2017 up to an amount as the Board of Directors (including its Committee thereof) may approve from time to time within the overall limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Jayant B. Galande, Cost Accountants (Firm Registration Number 5255) appointed as the Cost Auditors of the Company by the Board



for audit of the cost accounting records of the Company for the financial year ending 31st March, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

New Delhi  
May 17, 2017

By order of the Board of Directors  
Cosmo Films Limited

**Head Office:**

1008, DLF Tower-A  
Jasola District Centre,  
New Delhi- 110025  
CIN:- L92114DL1976PLC008355  
e-mail:- investor.relations@cosmofilms.com

**Jyoti Dixit**

**Company Secretary**  
**Membership No. F6229**

**NOTES:**

1. **NO SNACK BOXES/GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
2. As a measure of economy, copies of the Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copies at the Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
4. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 2 and 5 of the Notice, are also annexed as Annexure hereto.
6. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
7. **Voting through electronic means**
  - (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its member the facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
  - (b) That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
  - (c) That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 29 July, 2017 to Friday, 04 August, 2017 (Both days inclusive).
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection by the members.
11. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
13. The Members holding shares in physical form are also requested to notify any change in their addresses immediately to the Company's Share Registrar and Transfer Agents **M/s. Alankit Assignments Limited, 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi - 110 055.**
14. Members / Proxy holders are requested to produce at the entrance of the Auditorium the enclosed admission slip duly completed and signed.



15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
16. All unpaid or unclaimed dividends upto the year ended 31<sup>st</sup> March, 2009 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.
17. Dividend for the financial year ended March 31, 2010 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to Investor Education and Protection Fund established by the Central Govt.
- Information in respect of such unclaimed dividend when due for transfer to the fund is given below:

| Financial Year | Type of dividend | Date of declaration | Due for transfer |
|----------------|------------------|---------------------|------------------|
| 2009-10        | Final Dividend   | 09/09/2010          | 16/10/2017       |
| 2010 -11       | Final Dividend   | 13/07/2011          | 19/08/2018       |
| 2011- 12       | Final Dividend   | 30/07/2012          | 05/09/2019       |
| 2012-13        | Final Dividend   | 25/09/2013          | 30/10/2020       |
| 2013-14        | Final Dividend   | 25/09/2014          | 30/10/2021       |
| 2014-15        | Final Dividend   | 06/08/2015          | 12/09/2022       |
| 2015-16        | Interim dividend | 14/03/2016          | 20/04/2023       |

Shareholders who have not encashed the dividend warrant(s) are requested to seek issue of duplicate dividend warrants by writing to the Company. The details of the unpaid / unclaimed amounts lying with the Company as on 26<sup>th</sup> August, 2016 (date of last Annual General Meeting) are available on the website of the Company <http://www.cosmofilms.com/unclaimed-dividends> and on Ministry of Corporate Affairs' website.

18. Non Resident Indian shareholders are required to inform M/s Alankit Assignments Limited immediately :
- The change in the residential status on return to India for permanent settlement.
  - The particulars of the Bank Account maintained in India with complete name, branch, account type, account number, and address of the bank, if not furnished earlier.
19. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
20. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s Alankit Assignments Limited.
21. The details pertaining to the Directors, proposed to be reappointed in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice.
22. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
23. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.

#### **ANNEXURE TO THE NOTICE**

#### **DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

|   |  |
|---|--|
| <b>Name of Director</b>                           | Mr. Anil Kumar Jain  |
| <b>Date of Birth</b>                              | March 18, 1951   |
| <b>Date of appointment/reappointment</b>          | May 24, 2011   |
| <b>Qualifications</b>                             | B.Com(H), A.I.C.W.A, CISA  |
| <b>Nature of Expertise</b>                        | Finance & Accounts   |
| <b>Disclosure of inter-se relationship</b>        | Mr. Jain has no inter-se relationship with any Director(s) of the Company. |
| <b>Directorship held in other Listed Entities</b> | Cosmo Ferrites Ltd.  |

|   |   |
|---|---|
| <b>Membership/Chairmanship of Committees of the Board (includes only Audit Committee and Stakeholders Relationship committee)</b> | 1. Cosmo Films Limited<br>a) Stakeholders Relationship Committee- Member<br>2. Cosmo Ferrites Limited<br>a) Audit Committee- Member |
| <b>Number of shares held in the Company</b>   | 5010  |

|   |   |
|---|---|
| <b>Name of Director</b>   | Mr. Vivek Nangia  |
| <b>Date of Birth</b>  | October 26, 1968  |
| <b>Date of appointment/reappointment</b>  | November 03, 2016   |
| <b>Qualifications</b>   | M.B.B.S, MD (TB & Respiratory Diseases) Diploma in Interventional Bronchoscopies, Diploma in Infectious Diseases, M.Sc in Infectious Diseases from University of London (U.K) |
| <b>Nature of Expertise</b>  | Pulmonology   |
| <b>Disclosure of inter-se relationship</b>  | Mr. Nangia has no inter-se relationship with any Director(s) of the Company.  |
| <b>Directorship held in other Listed Entities</b>   | NIL   |
| <b>Membership/Chairmanship of Committees of the Board (includes only Audit Committee and Stakeholders Relationship committee)</b> | 1. Cosmo Films Limited<br>a) Stakeholders Relationship Committee- Member  |
| <b>Number of shares held in the Company</b>   | Nil   |

#### **Important Communication to Members**

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices,

#### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **ITEM NO. 5**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Vivek Nangia as an Additional Director of the Company with effect from November 03, 2016.

In terms of the provisions of Section 161(1) of the Act, Mr. Vivek Nangia would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vivek Nangia for the office of Director of the Company.

Mr. Vivek Nangia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to be adopted to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Vivek Nangia that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In the opinion of the Board, Mr. Vivek Nangia fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Vivek Nangia is Independent of Management.

The resolution seeks the approval of members for the appointment of Mr. Vivek Nangia as an Independent Director of the Company for a period up to November 02, 2021 pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.



Brief resume of Mr. Vivek Nangia, nature of his expertise in specific areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure forming part of this notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vivek Nangia be appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Vivek Nangia as an Independent Director setting out the terms and conditions and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting and is also available on the website of the Company at [www.cosmofilms.com](http://www.cosmofilms.com)

This Statement may also be regarded as a disclosure with the Stock Exchanges. Save and except Mr. Vivek Nangia, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

#### ITEM NO. 6

As per the provisions of Schedule V of Companies Act, 2013 remuneration payable by the Companies having no profit or inadequate profits without Central Government approval will be governed by Section II Part II of Schedule V of Companies Act, 2013. The limits specified in Part II of Schedule V of the Act are required to be approved via Special Resolution.

Board hereby accords the approval of the members to pay remuneration to Managing Personnel as per the above limits provided under Section 196 and 197 read with Schedule V of the Companies Act, 2013.

Mr. Ashok Jaipuria and Mr. Anil Kumar Jain are interested in the resolutions set out respectively at Item No. 6 of the Notice, which pertains to the remuneration payable to Managing Director/ Whole Time Director.

The relatives of Mr. Ashok Jaipuria and Mr. Anil Kumar Jain may be deemed to be interested in the resolutions set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolution set out at Item no. 6 of Notice for approval by the shareholders.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to item no. 6 is as follows-

#### I. General Information :

- 1) Nature of Industry : Manufacturers of Bi-axially Oriented Polypropylene Films (BOPP)
- 2) Date or expected date of commencement of commercial production : Existing Company, already commenced from 1981.
- 3) In case of new Companies, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Existing Company, Not applicable.
- 4) Financial performance based on given indicators:

| Particulars   | Year Ended<br>31.03.2017 | Year Ended<br>31.03.2016 |
|---|--------------------------|--------------------------|
| <b>Net Sales</b>                                    | <b>1580.09</b>           | <b>1,615.58</b>          |
| Other Income  | 15.63                    | 10.58                    |
| <b>Profit before Interest, Depreciation and Tax</b> | <b>167.26</b>            | <b>196.84</b>            |
| Finance Cost (including interest)                   | 30.29                    | 30.18                    |
| Depreciation  | 39.69                    | 35.68                    |
| Exceptional Item                                    | (2.48)                   | (6.94)                   |
| <b>Profit before Tax</b>                            | <b>94.80</b>             | <b>124.04</b>            |

| Particulars                                   | Year Ended<br>31.03.2017 | Year Ended<br>31.03.2016 |
|---|--------------------------|--------------------------|
| <b>Provision for Taxation</b>                 |                          |                          |
| - Current Tax                                 | (3.03)                   | 4.85                     |
| - Deferred Tax                                | 8.98                     | 22.95                    |
| <b>Profit After Tax</b>                       | <b>88.85</b>             | <b>96.24</b>             |
| Extraordinary Item                            | -                        | -                        |
| Profit after Tax Including Extraordinary Item | 88.95                    | 96.24                    |
| Minority Interest                             | -                        | -                        |
| <b>Appropriations:</b>                        |                          |                          |
| Dividend-Equity Shares                        | -                        | 19.44                    |
| Dividend Tax                                  | -                        | 3.96                     |
| General Reserve                               | -                        | -                        |

(5) Foreign Investment or Collaborations : **NIL**

## II. Information about the Appointees Mr. Ashok Jaipuria & Mr. Anil Kumar Jain

|     |                                 |   |   |
|-----|---------------------------------|---|---|
| (1) | Background Details              | Mr. Ashok Jaipuria is a Degree Holder in Associate of Arts in Business Administration and Diploma holder in Marketing Sciences.   | Mr. Jain is a Commerce Graduate from Meerut University and an AICWA from ICWAI and a Certified Information System Auditor from Information System Audit and Control Association, USA.   |
| (2) | Past Remuneration               | As may be fixed by the Board from time to time but not exceeding a sum of Rs. 1,62,00,000/- per annum plus perquisites and allowances as per the company policy.  | As may be fixed by the Board from time to time but not exceeding a sum of Rs. 1,50,00,000/- per annum plus perquisites and allowances as per the company policy.  |
| (3) | Recognition or awards           | Conferred with "Udyog Ratna Award" by the Government of Himanchal Pradesh. Bestowed with "Outstanding Achievement Award" in the year 2013 at the 2 <sup>nd</sup> Speciality Films & Flexible Packaging Conference by CPMA, Mumbai.  | —   |
| (4) | Job Profile and his suitability | Mr. Jaipuria has more than 40 years of experience of the corporate world. He is a former member of the Executive Committee of the Federation of Indian Chamber of Commerce and Industry (FICCI) and former president of The Golf Foundation - a charitable society formed for helping under privileged potential golfers. He is a member of the Board of Governors of IIT- Indore and a former member of the Board of Governors of the Institute of Liver and Billiary Science. | Mr. Jain has over four decades of experience in Finance and Accounts and General Management functions in industrial enterprises in India. He is the Whole-time Director (Director-Corporate Affairs) of Cosmo Films Ltd. He has previously worked with Mawana Sugars Ltd. and A.F. Ferguson & Co. Ltd. and National Mineral Development Corporation Ltd |
| (5) | Remuneration Proposed           | No Change in proposed remuneration. Same as mentioned in point 2 above.   | No change in remuneration. Same as mentioned in point 2 above.  |



|     |  |   |   |
|-----|--|---|---|
| (6) | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin). | The remuneration proposed to be paid to Mr. Ashok Jaipuria is in line with peers in comparable company, keeping in view his job profile, the size of operations and complexity of business of company   | The remuneration proposed to be paid to Mr. Anil Kumar Jain is in line with peers in comparable company, keeping in view his job profile, the size of operations and complexity of business of company.   |
| (7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any  | Mr. Ashok Jaipuria is a promoter director holding 470161 shares in the Company. Apart from receiving remuneration as stated above and dividend as a member of the Company, he does not receive any emoluments form the Company. No managerial personnel have any relationship with Mr. Ashok Jaipuria | Mr. Jain is a non-promoter director holding 5010 shares in the Company. Apart from receiving remuneration as stated above and dividend as a member of the Company, he does not receive any emoluments form the Company. No managerial personnel have any relationship with Mr. Anil Kumar Jain. |

### III. Other Information

|     |   |   |  |
|-----|---|---|--|
| (1) | Reasons for loss or inadequate profits                            | : | For the financial year 2016-17, Company is in profits. This approval is being taken to cover any future contingency of inadequate profits. |
| (2) | Steps taken or proposed to be taken for improvement               | : | N/A  |
| (3) | Expected increase in productivity and profits in measurable terms | : | N/A  |

### IV. Disclosures

|     |   |   |  |
|-----|---|---|--|
| (1) | The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the financial statement:-<br><br>(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;<br><br>(ii) Details of fixed components and performance linked incentives along with the performance criteria<br><br>(iii) Service contracts, notice period severance fees;<br><br>(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable; | : | The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company. |
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### ITEM NO.7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 as per the following details. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the shareholders of the Company.

| Name of the Cost Auditor | Industry                      | Audit fees (₹ in lakhs) |
|--------------------------|-------------------------------|-------------------------|
| Jayant B. Galande        | Organic & Inorganic Chemicals | 2 Lacs                  |



Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

New Delhi  
May 17, 2017

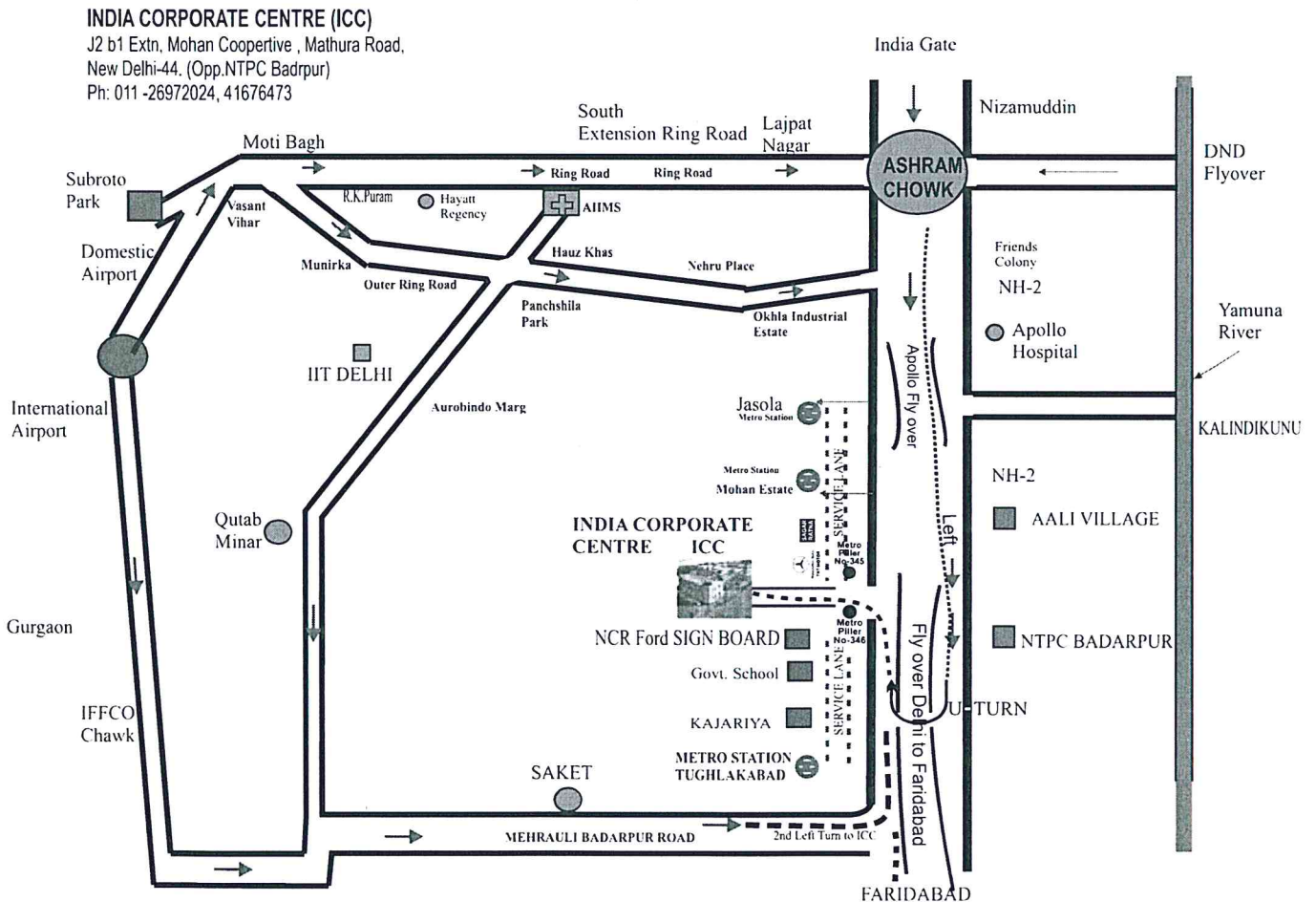
By order of the Board of Directors  
Cosmo Films Limited

**Head Office:**  
1008, DLF Tower-A  
Jasola District Centre, New Delhi-110025  
CIN : L92114DL1976PLC008355  
e-mail : investor.relations@cosmofilms.com

Jyoti Dixit  
Company Secretary  
Membership No. F6229

### Route Map to the AGM Venue

Venue : Indian Corporate Centre, J2B1 Extn, Mohan Cooperative, Mathura Road, New Delhi 110044



Distance from Mohan Estate Metro Station: 1.5 KM via NH19/NH44  
Distance from All India Institute of Ayurveda: 1.2 KM via NH19/NH44



# COSMO FILMS LTD.

(CIN L92114DL1976PLC008355)

1008, DLF TOWER-A, JASOLA DISTRICT CENTRE, NEW DELHI- 110025

## PROXY FORM [FORM No. MGT-11]

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the member(s) :

Registered Address :

E-mail Id :

Folio No/ \*Client Id:\*DP id :

I/ We, being the member(s) of.....shares of Cosmo Films Limited, hereby appoint:

1).....of.....having e-mail id.....or failing him

2).....of.....having e-mail id.....or failing him

3).....of.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 40<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 04 August, 2017 at 11:30 A.M. at Indian Corporate Centre (ICC), J2B1 Extension, Mohan Cooperative, Mathura Road, New Delhi 110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

| Resolutions | Description   | For | Against |
|-------------|---|-----|---------|
| 1.          | Consider and adopt the audited Profit & Loss Account for the year ended March 31, 2017, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon. |     |         |
| 2.          | Declaration of Dividend on Equity Shares of the Company.  |     |         |
| 3.          | Re-appointment of Mr. Anil Kumar Jain who retires by rotation.  |     |         |
| 4.          | Ratification of appointment of Ms. Walker Chandio & Co. LLP as Statutory Auditors and fixing their remuneration for the F.Y. 2017-18.   |     |         |
| 5.          | Appointment of Mr. Vivek Nangia as an Independent Director.   |     |         |
| 6.          | Approval of payment of Managerial Remuneration in case of no profit or inadequate profit.   |     |         |
| 7.          | Appointment and approval of the remuneration payable to Cost Auditors for the Financial Year 2017-18.   |     |         |

\* Applicable for investors holding shares in electronic form.

Signed this.....day of.....2017

Signature of shareholder.....

Affix Revenue Stamp

Signature of first proxy holder

Signature of Second proxy holder

Signature of third proxy holder

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 40<sup>th</sup> Annual General Meeting.



# COSMO FILMS LTD

(CIN L92114DL1976PLC008355)

1008, DLF TOWER-A, JASOLA DISTRICT CENTRE, NEW DELHI- 110025

## ATTENDANCE SLIP

40<sup>th</sup> Annual General Meeting - \_\_\_\_\_

|                                       |                 |
|---------------------------------------|-----------------|
| SERIAL NO. :                          |                 |
| NAME AND ADDRESS OF THE SHAREHOLDER : |                 |
| DP id* :                              | Folio No. :     |
| Client id* :                          | No. of Shares : |
| e-Voting Sequence No. :               | User ID :       |

I certify that I am a member / proxy / authorised representative for the member of the Company.

I hereby record my presence at the 40<sup>th</sup> Annual General Meeting of the Company held on Friday, 04 August, 2017 at 11:30 A.M. at Indian Corporate Centre(ICC), J2B1 Extension, Mohan Cooperative, Mathura Road, New Delhi 110044.

Signature of Shareholder/ Proxy : .....

### Notes:

- Please fill in this attendance slip and hand it over at the entrance of meeting hall.
- Member's Signature should be in accordance with the specimen signature registered with the company.
- Please bring your copy of the annual Report for reference at the meeting.

\* Applicable for investor(s) holding shares in electronic form.



**The instructions for members for voting electronically are as under:-**

- (i) The remote e-voting facility begins on Tuesday, 01 August, 2017 from 10:00 A.M. (IST) and ends on Thursday, 03 August, 2017 at 05:00 P.M. (IST). During the e-voting period, shareholders' of the Company holding shares either in physical form or dematerialized form, as on the cut off date i.e. 28 July, 2017, may cast their vote electronically. The remote e-voting facility shall be disabled by CDSL for voting thereafter
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab.
- (v) Now enter your User ID:-s  
 (a) For CDSL : 16 digits beneficiary ID  
 (b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID  
 (c) Members holding shares in physical form should enter Folio Number registered with the Company
- (vi) Next enter the image verification code / captcha code as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below. (Applicable for the Members holding shares in demat form and in physical form)
- (ix) Now, fill up the following details in the appropriate boxes:

|                                |  |
|--------------------------------|--|
| PAN                            | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field.</li> </ul> |
| Dividend Bank                  | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.   |
| Details OR Date of Birth (DOB) | <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>  |

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xiii) Click on the relevant EVSN of "**Cosmo Films Limited**" on which you choose to vote.
- (xiv) On the voting page, you will see "**Resolution Description**" and against the same the option "**YES/NO**" for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xv) Click on the "**Resolutions File Link**" if you wish to view the entire Resolutions.
- (xvi) After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take print out of the voting done by you by clicking on "**Click here to print**" option on the Voting Page.
- (xix) If Demat account holder has forgotten the changed password then enter the User ID and image verification code/captcha code and click on **Forgot Password &** enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) **Note for Institutional Shareholders :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 28 July, 2017 may follow the same instructions as mentioned above for e-Voting.
- (xxiii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut-off date of 28 July, 2017.
- (xxiv) The Board of Directors of the Company at their meeting held on 17 May, 2017 has appointed Mr.Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No. 85128) as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner whose e-mail is [bkshroffdelhi@yahoo.com](mailto:bkshroffdelhi@yahoo.com)
- (xxv) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.cosmofilms.com](http://www.cosmofilms.com) and on the website of CDSL and simultaneously communicated to the Stock Exchanges.
- (xxvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).