

**CFL/SEC/SE/PL/2017-18/AGM 02**  
**August 05, 2017**

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 40th Annual General Meeting (AGM) along with Scrutinizer Report.**

Dear Sir,

Please find enclosed herewith the voting results of 40<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 report of the scrutinizer on remote e-voting and through ballot paper at the AGM.

You are requested to take note of the same.

Thanking you  
For **Cosmo Films Limited**

  
Jyoti Dixit  
**Company Secretary**

Enclosed as above:

<b>COSMO FILMS LIMITED</b>	
VOTING RESULTS	
[Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]	
Date of the AGM	4th August ,2017
Total number of shareholders on record date	28448
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
(a) Promoters and Promoter Group:	1
(b) Public:	99
<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, 2017, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon						
	Resolution required: (Ordinary/ Special)						
Whether promoter/ promoter group are interested in the agenda/resolution?							
No							
Category	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 votes polled 6)=[(4)/(2)]*100	% of Votes on against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group							
E-Voting		8359539	100.00	8359539	0	100.00	0.00
Poll	8359539	0.00	0.00	0	0	0.00	0.00
<b>Total (A)</b>		<b>8359539</b>	<b>100.00</b>	<b>8359539</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions							
E-Voting		391483	100.00	391483	0	100.00	0.00
Poll	391483	0	0.00	0	0	0.00	0.00
<b>Total (B)</b>		<b>391483</b>	<b>100.00</b>	<b>391483</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions							
E-Voting		63063	99.66	63063	0	100.00	0.00
Poll*	63281	218	0.34	218	0	100.00	0.00
<b>Total (C)</b>		<b>63281</b>	<b>100.00</b>	<b>63281</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total (A+B+C)</b>	<b>8814303</b>	<b>8814303</b>	<b>100.00</b>	<b>8814303</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Declaration of Dividend on Equity Shares of the Company									
Resolution No. 2									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary									
Category	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 votes polled 6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group									
E-Voting		8359539	100.00	8359539	0	100.00	0.00		
Poll	8359539	0.00	0.00	0	0	0.00	0.00		
Total (A)		8359539	100.00	8359539	0	100.00	0.00		
Public- Institutions									
E-Voting	391483	0	0.00	391483	0	100.00	0.00		
Poll									
Total (B)		391483	100.00	391483	0	100.00	0.00		
Public- Non Institutions									
E-Voting	63281	63063	99.66	63063	0	100.00	0.00		
Poll*		218	0.34	218	0	100.00	0.00		
Total (C)		63281	100.00	63281	0	100.00	0.00		
Total (A+B+C)		8814303	100.00	8814303	0	100.00	0.00		

Resolution No. 3									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary									
Category	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 votes polled 6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group									
E-Voting		8359539	100.00	8359539	0	100.00	0.00		
Poll	8359539	0.00	0.00	0	0	0.00	0.00		
Total (A)		8359539	100.00	8359539	0	100.00	0.00		
Public- Institutions									
E-Voting	391483	0	0.00	391483	94549	75.85	24.15		
Poll									
Total (B)		391483	100.00	296934	94549	75.85	24.15		
Public- Non Institutions									
E-Voting	63281	63063	99.66	63063	0	100.00	0.00		
Poll*		218	0.34	218	0	100.00	0.00		
Total (C)		63281	100.00	63281	0	100.00	0.00		
Total (A+B+C)		8814303	100.00	8719754	94549	98.93	1.07		





Resolution No. 4	Ratification of appointment of M/s. Walkar Chandlok & Co. LLP. as Statutory Auditors and fixing their remuneration for the F.Y. 2017-18.									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	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 votes polled 6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group										
E-Voting		8359539	100.00	8359539	0	100.00	0.00			
Poll	8359539	0.00	0.00	0	0	0.00	0.00			
Total (A)		8359539	100.00	8359539	0	100.00	0.00			
Public- Institutions		391483	100.00	391483	0	100.00	0.00			
Poll	391483	0	0.00	0	0	0.00	0.00			
Total (B)		391483	100.00	391483	0	100.00	0.00			
Public- Non Institutions		63063	99.66	63063	0	100.00	0.00			
E-Voting		63281	0.34	218	0	100.00	0.00			
Poll*	63281	0.34	0.34	218	0	100.00	0.00			
Total (C)		63281	100.00	63281	0	100.00	0.00			
Total (A+B+C)	8814303	8814303	100.00	8814303	0	100.00	0.00			

Resolution No. 5	Appointment of Mr. Vivek Nangia (DIN: 07646933) as an Independent Director									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	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 votes polled 6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group										
E-Voting		8359539	100.00	8359539	0	100.00	0.00			
Poll	8359539	0.00	0.00	0	0	0.00	0.00			
Total (A)		8359539	100.00	8359539	0	100.00	0.00			
Public- Institutions		391483	100.00	391483	0	100.00	0.00			
Poll	391483	0	0.00	0	0	0.00	0.00			
Total (B)		391483	100.00	391483	0	100.00	0.00			
Public- Non Institutions		63063	99.66	63063	0	100.00	0.00			
E-Voting		63281	0.34	218	0	100.00	0.00			
Poll*	63281	0.34	0.34	218	0	100.00	0.00			
Total (C)		63281	100.00	63281	0	100.00	0.00			
Total (A+B+C)	8814303	8814303	100.00	8814303	0	100.00	0.00			



Resolution No. 6		Approval of payment of Managerial Remuneration in case of no profit or inadequate profit									
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 valid votes polled (2)	% of VotesPolled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour votes polled 6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		8359539	100.00	8359539	0	100.00	0.00			
	Poll	8359539	0.00	0.00	0	0	0.00	0.00			
	Total (A)		8359539	100.00	8359539	0	100.00	0.00			
Public- Institutions	E-Voting		391483	100.00	391483	0	100.00	0.00			
	Poll	391483	0	0.00	0	0	0.00	0.00			
	Total (B)		391483	100.00	391483	0	100.00	0.00			
Public- Non Institutions	E-Voting		63063	99.66	63023	40	99.94	0.06			
	Poll*	63281	218	0.34	218	0	100.00	0.00			
	Total (C)		63281	100.00	63241	40	99.94	0.06			
Total (A+B+C)			8814303	100.00	8814263	40	100.00	0.00			

Resolution No. 7		Appointment and Approval of the remuneration payable to Cost Auditors for the financial year 2017-18									
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 VotesPolled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour votes polled 6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		8359539	100.00	8359539	0	100.00	0.00			
	Poll	8359539	0.00	0.00	0	0	0.00	0.00			
	Total (A)		8359539	100.00	8359539	0	100.00	0.00			
Public- Institutions	E-Voting		391483	100.00	391483	0	100.00	0.00			
	Poll	391483	0	0.00	0	0	0.00	0.00			
	Total (B)		391483	100.00	391483	0	100.00	0.00			
Public- Non Institutions	E-Voting		63063	99.66	63063	0	100.00	0.00			
	Poll*	63281	218	0.34	218	0	100.00	0.00			
	Total (C)		63281	100.00	63281	0	100.00	0.00			
Total (A+B+C)			8814303	100.00	8814303	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 Fortieth (40<sup>th</sup>) Annual General Meeting ("AGM") of the Equity Shareholders of COSMO FILMS LIMITED, held on Friday 04th day of August, 2017 at 11.30 A.M." at Indian Corporate Centre,(ICC) J2B1 Extension, Mohan Cooperative, Mathura Road, New Delhi - 110044

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 – 110 002 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 Fortieth Annual General Meeting of the Equity Shareholders of COSMO FILMS LIMITED, held on 04<sup>th</sup> day of August, 2017 at 11.30 A.M." at Indian Corporate Centre,(ICC) J2B1 Extension, Mohan Cooperative, Mathura Road, New Delhi - 110044

1. The e-voting period remained open from Tuesday 1<sup>st</sup> August, 2017 10.00 a.m. (IST) to Thursday 03<sup>rd</sup> August, 2017, 5.00 p.m.(IST) on the designated website via CDSL e-voting platform.
2. The shareholders holding shares as on the "cutoff" date i.e. 28<sup>th</sup> July, 2017 were entitled to vote on the proposed resolutions (item No.1 to 7) as set out in the Notice of the Fortieth AGM of the COSMO FILMS LIMITED.
3. 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.
4. 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 ( Share Based Employee Benefits ) Regulation 2014 for which voting rights were not available.
5. The poll papers, which were incomplete 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 Mr. Gagan Jain and Mr. Nitish Kumar who are not in the employment of the Company. They have signed below in confirmation of the votes being un blocked in their presence.



Name: Gagan Jain

Name: Nitish Kumar

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

The Consolidated results are as under:

**1. Ordinary Resolution to 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**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting	44	8814085	99.998%
Poll	50	218	0.002%
Total	94	8814303	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

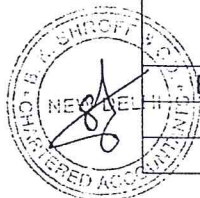
(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them
E- voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

**2 Ordinary Resolution for Declaration of Dividend on Equity Shares of the Company.**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting	44	8814085	99.998%
Poll	50	218	0.002%
Total	94	8814303	100%



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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them
E- voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

**3. Ordinary Resolution for Re- appointment of Mr. Anil Kr. Jain (DIN; 00027911) who retires by rotation**

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting	43	8719536	98.925%
Poll	50	218	0.002%
Total	93	8719754	98.927%

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- voting	1	94549	1.073%
Poll	Nil	Nil	Nil
Total	1	94549	1.073%





(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them
E- voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

4. Ordinary Resolution for Ratification of appointment of M/s. Walkar Chandiook & Co. LLP. as Statutory Auditors and fixing their remuneration for the F.Y. 2017-18.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting	44	8814085	99.998.%
Poll	50	218	0.002%
Total	94	8814303	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them
E- voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil



**5. Ordinary Resolution for appointment of Mr. Vivek Nangia (DIN: 07646933) as an Independent Director.**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	44	8814085	99.998%
Poll	50	218	0.002%
Total	94	8814303	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

**6. Special Resolution for approval of payment of Managerial Remuneration in case of no profit or inadequate profit.**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	43	8814045	99.998%
Poll	50	218	0.002%
Total	93	8814263	100%



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	40	Negligible
Poll	Nil	Nil	Nil
Total	1	40	Negligible

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

**7. Ordinary Resolution for Appointment and Approval of the remuneration payable to Cost Auditors for the Financial Year 2017-18.**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	44	8814085	99.998.%
Poll	50	218	0.002%
Total	94	8814303	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil





(iii) Invalid Votes

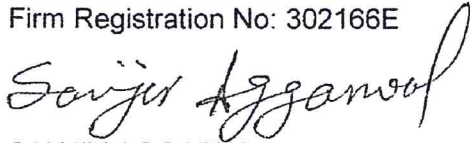
Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

7. 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  
Dated : 04.08.2017



Sd/-  
Chairman of the Meeting