

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Cosmo Films Limited**
 2. Quarter ending - **31-Mar-2016**

I. Composition of Board of Directors								
<i>Title (Mr./ Ms.)</i>	<i>Name of the Director</i>	<i>DIN & PAN</i>	<i>Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)</i>	<i>Date of Appointment/Resignation</i>	<i>Tenure</i>	<i>No of Directorship in listed entities including this listed entity</i>	<i>No of memberships in Audit/ Stakeholder Committee(s) including this listed entity</i>	<i>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</i>
Mr.	Ashok Jaipuria	DIN: 214707 PAN: AAAPJ4737B	C & ED			3	2	0
Mr.	Anil Kumar Jain	DIN: 00027911 PAN: AADPJ6110H	ED			2	2	1
Ms.	Alpana Parida	DIN: 06796621 PAN: AAEP5300N	NED			2	4	0
Mr.	Ashish Guha	DIN: 00004364 PAN: AASPG7369J	NED,ID	25-Sep-2014	1 year 6 months	2	2	0
Mr.	Har Kishanlal Agrawal	DIN: 00260592 PAN: ABVPA1581G	NED,ID	25-Sep-2014	1 year 6 months	1	2	0
Mr.	Hoshang Noshirwan Sinor	DIN: 00074905 PAN: AAKPS9544B	NED,ID	22-May-2015	10 months	4	3	4
Mr.	Pratip Chaudhuri	DIN: 00915201 PAN: AAGPC0974K	NED,ID	10-Nov-2014	1 year 4 months	3	0	2
Mr.	Rajeev Gupta	DIN: 00241501 PAN: AAAPG1185E	NED,ID	22-May-2015	10 months	6	5	0

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ashish Guha	NED,ID	Member
2	Har Kishanlal Agrawal	NED,ID	Member
3	Rajeev Gupta	NED,ID	Member
4	Pratip Chaudhuri	NED,ID	Chairperson

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Anil Kumar Jain	ED	Member
2	Alpana Parida	NED	Member
3	Har Kishanlal Agrawal	NED,ID	Member
4	Hoshang Noshirwan Sinor	NED,ID	Chairperson

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
Not Applicable			

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ashok Jaipuria	C & ED	Member
2	Ashish Guha	NED,ID	Member
3	Pratip Chaudhuri	NED,ID	Member
4	Har Kishanlal Agrawal	NED,ID	Chairperson

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
21-Oct-2015	25-Jan-2016	51
04-Dec-2015	14-Mar-2016	

IV. Meeting of Committees			
Audit Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
25-Jan-2016	Yes	21-Oct-2015	95

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **No**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here: **None**

Sd/-

Name : **Jyoti Dixit**
Designation : **Company Secretary & Compliance Office**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Not Applicable
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable

<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	Not Applicable
<i>Maximum Directorship & Tenure</i>	<i>25(1) & (2)</i>	Yes
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	Yes
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Sd/-
Name : Jyoti Dixit
Designation : Company Secretary & Compliance Office