

General information about company

Scrip code	508814
NSE Symbol	COSMOFILMS
MSEI Symbol	
ISIN	INE757A01017
Name of the entity	COSMO FILMS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

the r	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
	AAAPJ4737B	00214707	Executive Director	Chairperson	MD	11-09-1953	NA		10-10-1976	02-04-2019		3	2	2	0	
	AADPJ6110H	00027911	Executive Director	Not Applicable		18-03-1951	NA		24-05-2011	15-05-2019		1	0	2	0	
	AAEPP5300N	06796621	Non-Executive - Independent Director	Not Applicable		22-01-1963	No		14-02-2014	15-05-2019		11	4	4	5	2
AL L	ABVPA1581G	00260592	Non-Executive - Independent Director	Not Applicable		11-10-1947	Yes	25-07-2019	13-01-2000	25-07-2019		9	1	1	0	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	HOSHANG NOSHIRWAN SINOR	AAKPS9544B	00074905	Non-Executive - Independent Director	Not Applicable		05-12-1944	Yes	25-07-2019	22-05-2015			58	2	2
6	Mr	PRATIP CHAUDHURI	AAGPC0974K	00915201	Non-Executive - Non Independent Director	Not Applicable		12-09-1953	No		10-11-2014	15-05-2019			7	6
7	Mr	RAJEEV GUPTA	AAAPG1185E	00241501	Non-Executive - Non Independent Director	Not Applicable		19-03-1958	No		19-02-2002	15-05-2019			6	5
8	Mr	VIVEK NANGIA	ABDPN7317D	07646933	Non-Executive - Independent Director	Not Applicable		26-10-1968	No		03-11-2016			40	1	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number in Standing Committee including listed entity (Refer Regulation 21 of Listing Regulations)
9	Mr	ANIL WADHWA	AAIPW9628E	08074310	Non-Executive - Independent Director	Not Applicable		26-05-1957	No		23-05-2018			23	2	2	1

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00260592	HAR KISHANLAL AGRAWAL	Non-Executive - Independent Director	Chairperson	31-10-2000		
2	00074905	HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director	Member	15-05-2019		
3	06796621	ALPANA PARIDA SHAH	Non-Executive - Independent Director	Member	15-05-2019		
4	00915201	PRATIP CHAUDHURI	Non-Executive - Non Independent Director	Member	10-11-2014		
5	08074310	ANIL WADHWA	Non-Executive - Independent Director	Member	15-05-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00074905	HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director	Chairperson	13-02-2019		
2	08074310	ANIL WADHWA	Non-Executive - Independent Director	Member	23-05-2018		
3	00915201	PRATIP CHAUDHURI	Non-Executive - Non Independent Director	Member	22-05-2015		
4	00214707	ASHOK JAIPURIA	Executive Director	Member	06-05-2003		
5	00260592	HAR KISHANLAL AGRAWAL	Non-Executive - Independent Director	Member	06-05-2003		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06796621	ALPANA PARIDA SHAH	Non-Executive - Independent Director	Chairperson	12-08-2014		
2	07646933	VIVEK NANGIA	Non-Executive - Independent Director	Member	03-11-2016		
3	00241501	RAJEEV GUPTA	Non-Executive - Non Independent Director	Member	15-05-2019		
4	00027911	ANIL KUMAR JAIN	Executive Director	Member	15-05-2019		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07646933	VIVEK NANGIA	Non-Executive - Independent Director	Chairperson	03-11-2016		
2	00214707	ASHOK JAIPURIA	Executive Director	Member	14-02-2014		
3	06796621	ALPANA PARIDA SHAH	Non-Executive - Independent Director	Member	14-02-2014		
4	00027911	ANIL KUMAR JAIN	Executive Director	Member	15-05-2019		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	13-11-2019				Yes	7	5
2		22-01-2020	69		Yes	5	3
3		13-02-2020	21		Yes	7	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-11-2019				Yes	4	4
2	Audit Committee	13-02-2020	91			Yes	5	4
3	Stakeholders Relationship Committee	13-11-2019				Yes	3	2
4	Stakeholders Relationship Committee	13-02-2020	91			Yes	2	1
5	Corporate Social Responsibility Committee	16-03-2020				Yes		

Annexure 1**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Jyoti Dixit
2	Designation	Company Secretary and Compliance Officer

Annexure II**Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.cosmofilms.com/
2	Terms and conditions of appointment of independent directors	Yes		https://www.cosmofilms.com/
3	Composition of various committees of board of directors	Yes		https://www.cosmofilms.com/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.cosmofilms.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.cosmofilms.com/
6	Criteria of making payments to non-executive directors	Yes		https://www.cosmofilms.com/
7	Policy on dealing with related party transactions	Yes		https://www.cosmofilms.com/
8	Policy for determining 'material' subsidiaries	Yes		https://www.cosmofilms.com/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.cosmofilms.com/

Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.cosmofilms.com/
11	email address for grievance redressal and other relevant details	Yes		https://www.cosmofilms.com/
12	Financial results	Yes		https://www.cosmofilms.com/
13	Shareholding pattern	Yes		https://www.cosmofilms.com/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.cosmofilms.com/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.cosmofilms.com/
18	Credit rating or revision in credit rating obtained	Yes		https://www.cosmofilms.com/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.cosmofilms.com/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.cosmofilms.com/
21	Materiality Policy as per Regulation 30	Yes		https://www.cosmofilms.com/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.cosmofilms.com/
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.cosmofilms.com/

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Jyoti Dixit
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Jyoti Dixit
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	JYOTI DIXIT
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	09-04-2020