

## Corporate Governance

**COSMO FILMS LTD.**

Scrip Code :508814

**Quarter Ending**  
: December 2016

### Annexure 1

#### Composition of Board of Directors

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	ANIL KUMAR JAIN	Executive Director	01 Oct 2014	-	-	2	2	1
Mr	ASHISH KUMAR GUHA	Non-Executive - Independent Director	25 Sep 2014	-	27	2	2	0
Mr	ASHOK JAIPURIA	Executive Director, Chairperson, MD	02 Apr 2014	-	-	3	2	0
Mr	HAR KISHANLAL AGRAWAL	Non-Executive - Independent Director	25 Sep 2014	-	27	1	2	0
Mr	HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director	22 May 2015	-	19	4	3	4
Mr	PRATIP CHAUDHURI	Non-Executive - Independent Director	10 Nov 2014	-	25	3	0	2
Mr	RAJEEV GUPTA	Non-Executive - Independent Director	22 May 2015	-	19	6	5	0
Mr	VIVEK NANGIA	Non-Executive - Independent Director	03 Nov 2016	-	1	1	1	0
Ms	ALPANA PARIDA SHAH	Non-Executive - Non Independent Director	14 Feb 2014	-	-	4	5	0

## Composition Of Committee

Audit Committee	
Name of Committee members	Category
Mr. Ashish Guha	Non-Executive - Independent Director, Member
Mr. H. K. Agrawal	Non-Executive - Independent Director, Member
Mr. Pratip Chaudhuri	Non-Executive - Independent Director, Chairperson
Mr. Rajeev Gupta	Non-Executive - Independent Director, Member

Corporate Social Responsibility Committee	
Name of Committee members	Category
Mr. Ashok Jaipuria	Executive Director, Chairperson
Mr. H. N. Sinor	Non-Executive - Independent Director, Member
Mr. Vivek Nangia	Non-Executive - Independent Director, Member
Ms. Alpana Parida	Non-Executive - Non Independent Director, Member

Nomination and remuneration committee	
Name of Committee members	Category
Mr. Ashish Guha	Non-Executive - Independent Director, Member
Mr. Ashok Jaipuria	Executive Director, Member
Mr. H. K. Agrawal	Non-Executive - Independent Director, Chairperson
Mr. Pratip Chaudhuri	Non-Executive - Independent Director, Member

<b>Stakeholders Relationship Committee</b>	
<b>Name of Committee members</b>	<b>Category</b>
Mr. Anil Kumar Jain	Executive Director,Member
Mr. H. K. Agrawal	Non-Executive - Independent Director,Member
Mr. H. N. Sinor	Non-Executive - Independent Director,Chairperson
Mr. Vivek Nangia	Non-Executive - Independent Director,Member
Ms. Alpana Parida	Non-Executive - Non Independent Director,Member

#### Meeting Of Board Of Directors

<b>Date(s) of meeting (if any) in the previous quarter</b>	<b>Date(s) of meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meeting (in number of days)</b>
13 Jul 2016	-	0
26 Jul 2016	-	12
-	03 Nov 2016	99

#### Meeting Of Committees

<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
Audit Committee	03 Nov 2016	Yes,Three out of Four were present	26 Jul 2016	99
Stakeholders Relationship Committee	03 Nov 2016	Yes,All Member	26 Aug 2016	68
Nomination and remuneration committee	03 Nov 2016	Yes,All Member	13 Jul 2016	112
Corporate Social Responsibility Committee	03 Nov 2016	Yes,All Member	-	

### Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	NA	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

### Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes

### Signatory Details

Name of signatory	Jyoti Dixit
Designation of person	Company Secretary