

General information about company

Scrip code	508814
NSE Symbol	COSMOFILMS
MSEI Symbol	
ISIN	
Name of the entity	COSMO FILMS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	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 (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	ASHOK JAIPURIA	AAAPJ4737B	00214707	Executive Director	Chairperson	MD	02-04-2014			2	1	0		
2	Mr	ANIL KUMAR JAIN	AADPJ6110H	00027911	Executive Director	Not Applicable		01-10-2014			2	2	0		
3	Ms	ALPANA PARIDA SHAH	AAEPP5300N	06796621	Non-Executive - Non Independent Director	Not Applicable		14-02-2014			4	6	1		
4	Mr	ASHISH KUMAR GUHA	AASPG7369J	00004364	Non-Executive - Independent Director	Not Applicable		25-09-2014		54	3	2	0		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	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 (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	HAR KISHANLAL AGRAWAL	ABVPA1581G	00260592	Non-Executive - Independent Director	Not Applicable		25-09-2014		54	1	1	1		
6	Mr	HOSHANG NOSHIRWAN SINOR	AAKPS9544B	00074905	Non-Executive - Independent Director	Not Applicable		22-05-2015		46	3	5	1		
7	Mr	PRATIP CHAUDHURI	AAGPC0974K	00915201	Non-Executive - Independent Director	Not Applicable		10-11-2014		52	5	2	3		
8	Mr	RAJEEV GUPTA	AAAPG1185E	00241501	Non-Executive - Independent Director	Not Applicable		22-05-2015		46	7	4	0		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	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 (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	VIVEK NANGIA	ABDPN7317D	07646933	Non-Executive - Independent Director	Not Applicable		03-11-2016		28	1	1	0		
10	Mr	ANIL WADHWA	AAIPW9628E	08074310	Non-Executive - Independent Director	Not Applicable		23-05-2018		11	1	1	0		

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	00915201	PRATIP CHAUDHURI	Non-Executive - Independent Director	Chairperson	10-11-2014		
2	00004364	ASHISH KUMAR GUHA	Non-Executive - Independent Director	Member	12-08-2014		
3	00260592	HAR KISHANLAL AGRAWAL	Non-Executive - Independent Director	Member	31-10-2000		
4	00241501	RAJEEV GUPTA	Non-Executive - Independent Director	Member	18-04-2002		

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 - 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		Textual Information(1)
6	00004364	ASHISH KUMAR GUHA	Non-Executive - Independent Director	Member	12-08-2014	13-02-2019	

Sr Text Block

Textual Information(1)

Mr. H.K. Agrawal ceased to be Chairman of the Committee w.e.f. 13.02.2019 but continue as member of the Committee

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	00260592	HAR KISHANLAL AGRAWAL	Non-Executive - Independent Director	Chairperson	31-10-2000		Textual Information(1)
2	06796621	ALPANA PARIDA SHAH	Non-Executive - Non Independent Director	Member	12-08-2014		
3	07646933	VIVEK NANGIA	Non-Executive - Independent Director	Member	03-11-2016		
4	08074310	ANIL WADHWA	Non-Executive - Independent Director	Member	23-05-2018		
5	00074905	HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director	Member	22-05-2015	13-02-2019	

Sr Text Block

Textual Information(1)

Mr H.K. Agrawal was member of SRC from 31-10-2000 but with effect from 13-02-2019 he has appointed as the Chairperson of the Committee

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	06796621	ALPANA PARIDA SHAH	Non-Executive - Non Independent Director	Member	14-02-2014		
2	00214707	ASHOK JAIPURIA	Executive Director	Chairperson	14-02-2014		
3	00074905	HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director	Member	22-05-2015		
4	07646933	VIVEK NANGIA	Non-Executive - Independent Director	Member	03-11-2016		

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
1	12-11-2018			
2		13-02-2019	92	

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	13-02-2019	Yes		12-11-2018	92		
2	Stakeholders Relationship Committee	13-02-2019	Yes		12-11-2018	92		
3	Nomination and remuneration committee	13-02-2019	Yes		09-10-2018	126		
4	Corporate Social Responsibility Committee	22-02-2019	Yes					There is no meeting of CSR Committee in previous quarter

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	NA	
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 100 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	New name and the old name of the listed entity	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.
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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	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	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	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.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	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	10-04-2019

