

SCRUTINIZERS' REPORT

To,
The Chairman
Cosmo Films Limited,
(CIN: L92114DL1976PLC008355)
1008, DLF Tower-A, Jasola District Centre,
New Delhi - 110025

SCRUTINIZER'S REPORT ON THE POSTAL BALLOT PROCESS CONDUCTED THROUGH REMOTE E-VOTING

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 have been appointed as a Scrutinizer by the Board of Directors of Cosmo Films Limited ("Company") for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 28/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (the "MCA Circulars"), Government of India on the resolutions as mentioned in the Notice of Postal Ballot dated December 29, 2020, in a fair and transparent manner and do hereby submit my report as under:

I submit my report as under:

1. The remote e-voting period remained open from Tuesday, January 12, 2021 from 10.00 A.M. to Wednesday, February 10, 2021 at 5.00 P.M. (IST).
2. The shareholders holding shares as on the "cutoff" date i.e., Friday, January 01, 2021 were entitled to vote on the proposed resolution as set out in the said notice through remote e- voting only.
3. On account of threat posed by COVID-19 pandemic situation, the Notice of Postal Ballot was sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA circulars. Accordingly, the communication of the assent or dissent of the Members took place through the remote e-voting system only.



4. Total Issued Share Capital of the Company includes 353196 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. Total issued share capital of the company includes 167314 shares on which dividend has remained unpaid or unclaimed and have been transferred to Investors Education and Protection Fund pursuant to Section 124 (6) of the companies Act 2013. The shareholders have lost their right to vote till the voting rights are active again.
6. The votes were unblocked on 10th February, 2021 around 05:03 P.M. in the presence of two witnesses Ms. Kavita Nangia and Ms. Sonal Chiripal who are not in the employment of the Company.
7. The results of the remote e-voting for respective Resolutions are as under:

1. Special Resolution for approval for amendment of Cosmo Films Employees Stock Option Plan 2015

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
68	8268002	94.51%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
32	480061	5.49%



(iii) Invalid Votes:

Total number of members whose votes were Invalid	Total number of votes
Nil	Nil

Therefore, the aforesaid special resolution has been passed by requisite majority.

& The Register, all other papers and relevant records relating to electronic voting 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

Sanjay Aggarwal

SANJAY AGGARWAL
Partner
Membership No: 85128

CHAIRMAN/AUTHORIZED SIGNATORY

Place: New Delhi
Dated: 10th February 2021
UDIN:21085128AAAAAV7608

