



## COSMO FILMS LIMITED

Regd. Off: 1008, DLF Tower-A, Jasola District Centre, New Delhi-110025

CIN- L92114DL1976PLC008355

Tel: +91 11 49494949 Fax: +91 11 49494950

e-mail: [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com), Website: [www.cosmofilms.com](http://www.cosmofilms.com)

### NOTICE

Notice is hereby given that the Forty Fourth (44th) Annual General Meeting of the members of Cosmo Films Limited will be held on Friday, July 23, 2021 at 3:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pratip Chaudhuri, (DIN: 00915201) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

3. To appoint Mr. Rakesh Kumar Nangia (DIN: 00147386) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rakesh Kumar Nangia (DIN: 00147386), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to November 09, 2025 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013."

4. To approve payment of remuneration by way of

Commission to Non- Executive Directors and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"**RESOLVED THAT** in supersession to the resolution passed earlier by the Shareholders in this regard and pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members be and is hereby accorded for payment of Remuneration by way of commission not exceeding one percent (1%) of the Net Profits of the Company in every Financial Year (calculated in accordance with the provisions of Section 198 of the Companies Act, 2013) for five (5) years, effective from the Financial Year ended on 31<sup>st</sup> March, 2022, to the Directors of the Company (other than the Managing Director(s) or Whole Time Director(s), if any) or some or any of them in such proportion and in such manner as may be determined by the Board of Directors".

"**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other Meetings."

5. To approve payment of managerial remuneration in case of no profit or inadequate profit and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:-

"**RESOLVED THAT** in supersession to the resolution passed earlier by the Shareholders in this regard and pursuant to the provisions section 197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approvals as may be

necessary, the Company hereby accords its approval for payment of minimum remuneration to managerial personnel in case of no profit or inadequate profit in any financial year, during the 3 financial years commencing from April 01, 2021 up to an amount as the Board of Directors (including its Committee thereof) may approve from time to time within the overall limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.

6. To approve payment of remuneration to Non-Executive Directors in case of no profit or inadequate profit and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions section 197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approvals as may be necessary, the Company hereby accords its approval for payment of minimum remuneration to Non-Executive Directors in case of no profit or inadequate profit in any financial year, during the 3 financial years commencing from April 01, 2021 up to an amount as the Board of Directors (including its Committee thereof) may approve from time to time within the overall limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof..

7. To approve remuneration payable to Cost Auditors for the Financial year 2021-22 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Jayant B. Galande, Cost Accountants (Firm Registration Number 100099) appointed as the Cost Auditors of the Company by the Board for audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2022, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

New Delhi  
May 20, 2021

By order of the Board of Directors  
Cosmo Films Limited

**Head Office:**

1008, DLF Tower-A  
Jasola District Centre,  
New Delhi- 110025  
CIN:- L92114DL1976PLC008355

e-mail:- [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com)

**Jyoti Dixit**

**Company Secretary**  
**Membership No. F6229**

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated May 5, 2020, April 13, 2020 and April 08, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the

Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent via registered email of the shareholder to email of the Company at [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com).
4. In compliance with the aforesaid MCA Circulars and

SEBI Circular dated January 15, 2021 read with circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.cosmofilms.com](http://www.cosmofilms.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.evotingindia.com>

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 17, 2021 to Friday, July 23, 2021 (Both days inclusive).
9. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
  - (i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Alankit Assignments Limited by clicking the link: <https://mailupd.alankit.com> and follow the registration process as guided therein. The members are requested to provide details such as DPID, Client ID/Folio NO/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Alankit at [rtat@alankit.com](mailto:rtat@alankit.com)
  - (ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email

address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

11. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 22, 2021 through email on [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com). The same will be replied by the Company suitably.
14. All unpaid or unclaimed dividends upto the year ended 31<sup>st</sup> March, 2013 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.
15. Dividend for the financial year ended March 31, 2014 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to Investor Education and Protection Fund established by the Central Government.

Information in respect of such unclaimed dividend when due for transfer to the fund is given below:

Financial Year	Type of dividend	Date of declaration	Due for transfer
2013-14	Final Dividend	25/09/2014	30/10/2021
2014-15	Final Dividend	06/08/2015	12/09/2022
2015-16	Interim Dividend	14/03/2016	20/04/2023
2016-17	Final Dividend	04/08/2017	10/09/2024
2017-18	Final Dividend	03/08/2018	09/09/2025
2018-19	Final Dividend	25/07/2019	31/08/2026
2019-20	Interim Dividend	13/02/2020	20/03/2027
2020-21	Interim Dividend	27/01/2021	05/03/2028

Shareholders who have not encashed the dividend warrant(s) are requested to seek issue of duplicate dividend warrants by writing to the Company. The details of the unpaid / unclaimed amounts lying with

the Company as on 31<sup>st</sup> March, 2020 are available on the website of the Company <https://www.cosmofilms.com/unclaimed-dividends> and on Ministry of Corporate Affairs' website.

16. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 10109 equity shares of Rs. 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years after following the prescribed procedure. **Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2014 are requested to claim the same by 29<sup>th</sup> October, 2021. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company shall individually inform the shareholders concerned and also publish notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer shall be uploaded at the "Investors Relations Section" on the website of the Company viz. [www.cosmofilms.com](http://www.cosmofilms.com).**

17. **Voting through electronic means:**

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL") on all the resolutions set forth in this Notice. Members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their vote on such resolutions again. The manner and process of e-voting remotely by members is provided in the instructions for e-voting which forms part of this Notice.
2. The remote e-voting period will commence on Tuesday, July 20, 2021 (IST 10:00 a.m.) and will end on Thursday, July 22, 2021 (IST 05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.,

Friday, July 16, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, July 16, 2021.

3. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
  4. Any person who becomes a member of the Company after sending the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
  5. Detail evoting instructions and instructions for attending the AGM through VC are given separately.
18. **Other Instructions:**
1. The Board of Directors has appointed Mr. Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No. 85128) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
  2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
  3. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.cosmofilms.com](http://www.cosmofilms.com) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
  4. The recorded transcript of the forthcoming AGM on July 23, 2021, shall also be made available on the website of the Company at [www.cosmofilms.com](http://www.cosmofilms.com), as soon as possible after the Meeting is over.

**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015**

<b>Name of Director</b>	Mr. Pratip Chaudhuri	Mr. Rakesh Kumar Nangia
<b>Date of Birth and Age</b>	September 12, 1953 67 Years	July 10, 1954 66 Years
<b>Qualifications</b>	B.Sc.(Hons), MBA, CAIIB	B.com, Chartered Accountant (CA)
<b>Experience and Nature of Expertise</b>	More than 40 years of experience in Banking, National & International Financing	More than 40 years of experience in Finance, Accounts and Taxation
<b>Brief Resume</b>	Mr. Pratip Chaudhuri is a Certified Associate of Indian Institute of Bankers (CAIIB) and retired as Chairman of State Bank of India, which is one of India's largest banks. He has extensive experience in the fields of Corporate Finance, Treasury, Asset Management and International Banking. He has also been the Chairman of SBI Life Insurance Company Ltd, SBI Mutual Fund, SBI Pension Fund and other subsidiaries of SBI. He was also on the Board of Exim Bank of India. He holds a BSc. (Hons) Degree from St. Stephen's College, Delhi University. He is also a Master in Business Administration from University Business School, Chandigarh	Mr. Rakesh Nangia is the Founder and Managing Partner of Nangia & Co LLP (One of the Leading Tax Firm in India) and Chairman of Nangia Andersen Consulting Pvt. Ltd. He is a well-known tax veteran, having significant experience in advising Fortune 500 multinationals and Indian business houses on a wide range of matters related to FDI policy, entry strategy, business reorganizations, cross-border tax structuring, mergers & acquisitions, tax controversy and regulatory policy across a range of sectors. He has been the Former - National President of The Indo Canadian Business Chamber and presently serving as the Co-Chairman at ASSOCHAM's International tax council.  He is also associated with the Indo-American chamber for commerce. He is a council member of PHD chambers, member of CII's national committee on Taxation and member of FICCI's Council for Taxation.
<b>Disclosure of inter-se relationship</b>	Mr. Pratip Chaudhuri has no inter-se relationship with any Director(s) of the Company	Mr. Rakesh Kumar Nangia has no inter-se relationship with any Director(s) of the Company
<b>Terms and conditions of appointment / re-appointment</b>	Appointment as a Non-Executive Director subject to retirement by rotation	Terms and conditions of appointment are as per the resolution at Item No. 3 of the Notice read with explanatory statement thereto
<b>Details of Remuneration paid/sought to be paid</b>	Sitting Fees and Commission paid to Mr. Pratip Chaudhuri given in Corporate Governance Report	Sitting Fees and Commission paid to Mr. Rakesh Kumar Nangia given in Corporate Governance Report
<b>Date of First Appointment on the board</b>	November 10, 2014	November 10, 2020
<b>No. of Board Meeting attended during the year</b>	8 (Eight)	4 (Four)

<b>Directorship held in other entities</b>	<ul style="list-style-type: none"> <li>• CESC LTD</li> <li>• Visa Steel Limited</li> <li>• Firstsource Solutions Limited</li> <li>• Muthoot Finance Limited</li> <li>• Spencer's Retail Limited</li> <li>• IFFCO Kisan Sanchar Limited</li> <li>• Jagaran Microfin Private Limited</li> <li>• Alchemist Asset Reconstruction Company Limited</li> <li>• Dynamic Drilling &amp; Services Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• True Gainers Network Private Limited</li> <li>• Torrence Capital Advisors Private Limited</li> <li>• The Indo-Canadian Business Chamber</li> <li>• Nangia Andersen India Private Limited</li> <li>• Nangia Andersen Consulting Private Limited</li> </ul>
<b>Membership/ Chairmanship of committees of other entities</b>	<ol style="list-style-type: none"> <li>1. CESC Limited               <ol style="list-style-type: none"> <li>a) Audit Committee- Member</li> <li>b) Stakeholders Relationship Committee- Member</li> </ol> </li> <li>2. VISA Steel Limited               <ol style="list-style-type: none"> <li>a) Audit Committee- Member</li> <li>b) Stakeholders Relationship Committee- Chairman</li> </ol> </li> <li>3. Firstsource Solutions Limited               <ol style="list-style-type: none"> <li>a) Audit Committee- Member</li> </ol> </li> <li>4. Spencer's Retail Limited               <ol style="list-style-type: none"> <li>a) Audit Committee- Member</li> </ol> </li> <li>5. IFFCO Kisan Sanchar Limited               <ol style="list-style-type: none"> <li>a) Audit Committee- Chairman</li> </ol> </li> <li>6. Alchemist Asset Reconstruction Company Limited               <ol style="list-style-type: none"> <li>a) Audit Committee- Member</li> </ol> </li> </ol>	NIL
<b>Number of shares held in the Company</b>	NIL	21480 Equity Shares

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM NO. 3**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Rakesh Kumar Nangia as an Additional Director of the Company with effect from November 10, 2020.

In terms of the provisions of Section 161(1) of the Act, Mr. Rakesh Kumar Nangia would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Rakesh Kumar Nangia for the office of Independent Director of the Company.

Mr. Rakesh Kumar Nangia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to be adopted to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr.

Rakesh Kumar Nangia that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Rakesh Kumar Nangia fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Rakesh Kumar Nangia is Independent of Management.

The resolution seeks the approval of members for the appointment of Mr. Rakesh Kumar Nangia as an Independent Director of the Company for a period up to November 09, 2025 pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

Brief resume of Mr. Rakesh Kumar Nangia, nature of his expertise in specific areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Rakesh Kumar Nangia be appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Rakesh Kumar Nangia as an Independent Director setting out the terms and conditions and other relevant documents are available for inspection by members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting and is also available on the website of the Company at [www.cosmofilms.com](http://www.cosmofilms.com)

Except Mr. Rakesh Kumar Nangia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

#### **ITEM NO. 4**

The Board proposes for approval of the Shareholders, payment of remuneration by way of commission to Non-Executive Directors pursuant to Section 197 and such

other provisions as may be applicable of the Companies Act, 2013, not exceeding one percent (1%) of the Net Profits of the Company, calculated in the manner provided under Companies Act, 2013 every year for a period of five (5) years effective from the Financial Year ended on 31<sup>st</sup> March, 2022.

The commission will be paid to all or some of the Non-Executive Directors in such manner and proportion as may be determined by the Board of Directors. The commission shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Managing Director, Whole Time Director and Key Managerial Personnel of the Company and their relatives are not concerned and interested, financially or otherwise in the resolution set out at item no. 4 of the Notice.

Directors other than the Managing Director and Whole Time Director be concerned or interested in the resolution set out at item no. 4 of the Notice to the extent of the remuneration that may be received by such Directors.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

#### **ITEM NO.5**

The Companies Act, 2013 provides for payment of remuneration to the Managerial Personnel in case of no profit or inadequate profits within the limits specified by Section II Part II of Schedule V of Companies Act, 2013.

The Board proposes for approval of the Shareholders, to grant enabling powers to the Board to pay the remuneration as above to the Managerial Personnel in case of no profit or inadequate profits during the three financial years starting FY 21-22.

Mr. Ashok Jaipuria and Mr. Anil Kumar Jain are interested in the resolutions set out at Item No. 5 of the Notice to the extent it pertains to their respective remuneration.

The relatives of Mr. Ashok Jaipuria and Mr. Anil Kumar Jain may be deemed to be interested in the resolutions set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item no. 5 of Notice for approval by the shareholders.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to item no. 5 is as follows-

**I. General Information :**

- 1) Nature of Industry : Manufacturers of Bi-axially Oriented Polypropylene Films (BOPP)
- 2) Date or expected date of commencement of commercial production : Existing Company, already commenced commercial production from 1981
- 3) In case of new Companies, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Existing Company, Not applicable.
- 4) Financial performance based on given indicators:

Particulars	Year Ended 31 <sup>st</sup> March 2021	Year Ended 31 <sup>st</sup> March 2020
<b>Net Sales</b>	<b>2,083</b>	<b>2,032</b>
Other Income	36	20
<b>Profit before Interest, Depreciation and Tax</b>	<b>398</b>	<b>262</b>
Finance Cost	40	49
Depreciation	51	50
<b>Profit before Tax</b>	<b>305</b>	<b>163</b>
<b>Provision for Taxation</b>		
- Current Tax	53	29
- Deferred Tax	36	21
<b>Profit After Tax</b>	<b>216</b>	<b>114</b>
Minority Interest	-	-
<b>Appropriations:</b>		
Dividend-Equity Shares	45	40
Dividend Tax	-	8

- 5) Foreign Investment or Collaborations : NIL

**II. Information about the Appointees - Mr. Ashok Jaipuria & Mr. Anil Kumar Jain**

(1) Background Details	: Mr. Ashok Jaipuria is a Degree Holder in Associate of Arts in Business Administration and Diploma holder in Marketing Sciences.	Mr. Anil Kumar Jain is a Commerce Graduate from Meerut University and an AICWA from ICWAI and a Certified Information System Auditor from Information System Audit and Control Association, USA.
(2) Past Remuneration	: As per details given in Corporate Governance Report forming part of Annual Report.	As per details given in Corporate Governance Report forming part of Annual Report
(3) Recognition or awards	: Awarded with "Best Under a Billion, Forbes Global -200 Best Small Companies for 2003" by the Forbes Magazine, Conferred with "Udyog Ratna Award" by the Government of Himanchal Pradesh. Bestowed with "Outstanding Achievement Award" in the year 2013 at the 2nd Speciality Films & Flexible Packaging Conference by CPMA, Mumbai.	-



(4) Job Profile and his suitability	: Mr. Ashok Jaipuria is first generation entrepreneur with over forty years of experience in the corporate world. He is the Founder Chairman and Managing Director of Cosmo Films Limited. He is a member of the Board of Governors (BoG) of the Indian Institute of Technology (IIT), Indore and an Independent Director on the Board of Somany Home Innovation Ltd.  He has also been an Executive Committee member of the Federation of Indian Chamber of Commerce and Industry (FICCI) and a member of the Board of Governors (BoG) of IIT Patna and the Institute of Liver and Biliary Sciences.	Mr. Anil Kumar Jain has over four decades of experience in Finance, Accounts and General Management functions, having worked with Mawana Sugars, A.F Ferguson & Co and National Mineral Development Corporation in the past. Currently, he is the Director of Corporate Affairs of Cosmo Films.  He holds a Commerce degree from Meerut University and an AICWA from ICWAI. He is also a Certified Information System Auditor from Information System Audit and Control Association, USA
(5) Remuneration Proposed	: No Change.	No Change
(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin).	: The remuneration proposed to be paid to Mr. Ashok Jaipuria is in line with peers in comparable company, keeping in view his job profile, the size of operations and complexity of business of company	The remuneration proposed to be paid to Mr. Anil Kumar Jain is in line with peers in comparable company, keeping in view his job profile, the size of operations and complexity of business of company.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	: Apart from receiving remuneration as stated above and dividend as a member of the Company, Mr. Ashok Jaipuria does not receive any emoluments from the Company. No managerial personnel have any relationship with him	Apart from receiving remuneration as stated above and dividend as a member of the Company, Mr. Anil Kumar Jain does not receive any emoluments from the Company. No managerial personnel have any relationship with him.

### III. Other Information

(1) Reasons for loss or inadequate profits	: For the financial year 2020-21, Company is in profits. This approval is being taken to cover any future contingency of inadequate profits.
(2) Steps taken or proposed to be taken for improvement	: N/A
(3) Expected increase in productivity and profits in measurable terms	: N/A

**IV. Disclosures**

<p>(1) The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the financial statement:-</p> <p>(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;</p> <p>(ii) Details of fixed components and performance linked incentives along with the performance criteria</p> <p>(iii) Service contracts, notice period severance fees;</p> <p>(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;</p>	<p>: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.</p>
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**ITEM NO.6**

The Companies Act, 2013 provides for payment of remuneration to Non-Executive Directors in case of no profit or inadequate profits within the limits specified by Section II Part II of Schedule V of Companies Act, 2013.

The Board proposes for approval of the Shareholders, to grant enabling powers to the Board to pay the remuneration as above to the Non-Executive Directors in case of no profit or inadequate profits during the three financial years starting FY 21-22.

Mr. H.N. Sinor, Mr. Pratip Chaudhuri, Mr. H.K. Agrawal, Mr. Anil Wadhwa, Ms. Alpana Parida and Mr Rakesh Nangia are interested in the resolution set out at Item No. 6 of the Notice to the extent it pertains to their respective remuneration.

The relatives of these Directors may be deemed to be interested in the resolutions set out at Item No. 6 of the

Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Executive Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item no. 6 of Notice for approval by the shareholders.

**The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013**

For details regarding Point no I pertaining to General Information, Point No III pertaining to Other Information and Point No. IV pertaining to Disclosures, as provided in Schedule V to the Act, the Members may refer to the details provided above in the explanatory statement to item no 5.

For Point No. II--Information about the appointee -Details are provided as under-

1. Background Details, Job Profile and Suitability-

<p>Mr. Har Kishanlal Agrawal Independent Director</p>	<p>Mr. Har Kishanlal Agrawal has been in fields of Strategic Management, Organization Structure, Finance and Training for over four decades. He is an independent management consultant and has consulted several multinationals, large Indian corporate, small entrepreneurial organizations and developmental institutions. He has previously worked in large industrial organizations, both in public and private sectors in India, for a duration of thirteen years.</p> <p>He is a Mechanical Engineer from University of Jodhpur and has obtained his MBA from Indian Institute of Management, Ahmedabad.</p>
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<p>Mrs. Alpana Parida Independent Director</p>	<p>Ms. Alpana Parida has more than two decades of experience in retail and marketing communications in the US and in India. She has worked as President of DY Works, India's oldest and largest branding firm. Prior to that she was Head of Marketing with Tanishq, a prominent jewellery brand in India. She conducts branding workshops for large corporates.</p> <p>She graduated from IIM-Ahmedabad in 1985 and has a degree in Economics from St. Stephens, Delhi University.</p>
<p>Mr. Pratip Chaudhuri Non-Independent Director</p>	<p>Mr. Pratip Chaudhuri is a Certified Associate of Indian Institute of Bankers (CAIIB) and retired as Chairman of State Bank of India, which is one of India's largest banks. He has extensive experience in the fields of Corporate Finance, Treasury, Asset Management and International Banking. He has also been the Chairman of SBI Life Insurance Company Ltd, SBI Mutual Fund, SBI Pension Fund and other subsidiaries of SBI. He was also on the Board of Exim Bank of India. He holds a BSc. (Hons) Degree from St. Stephen's College, Delhi University. He is also a Master in Business Administration from University Business School, Chandigarh</p>
<p>Mr. Hoshang Noshirwan Sinor Independent Director</p>	<p>Mr. H. N. Sinor has been a veteran banker, having spent over four decades in public as well as private sector banks like Union Bank of India, Central Bank of India and ICICI Bank. He was MD and CEO of ICICI Bank and after ICICI's merger with ICICI Bank, became Joint MD until his superannuation. He, thereafter, joined Indian Banks' Association as Chief Executive. Mr. Sinor later joined Association of Mutual Funds in India in a similar capacity. Being a veteran banker, Mr. Sinor has worked on a number of Committees at a policy level during his long career.</p> <p>Mr. Sinor holds Board position as an Independent Director on a few reputed companies. He is also associated with various charitable and other trusts engaged in social activities.</p>
<p>Mr. Anil Wadhwa Independent Director</p>	<p>Mr. Anil Wadhwa is an Ex- Member of the Indian Foreign Services. He holds a Masters Degree in History with specialization in Chinese History and Medieval Indian History and Architecture. He has served as Indian Ambassador to Poland, Lithuania, Sultanate of Oman, Thailand, Italy and San Marino. He has also served as a Permanent Representative of India to the Rome based UN Agencies-FAO,IFAD and WFP. He was Secretary (East) in the Ministry of External Affairs in New Delhi from 2014-2016 looking after South-East Asia, Australasia and Pacific, Gulf and West Asian regions. He was also the leader of the Senior officials to all meetings of ASEAN, ASEM, ACD, Arab League, Mekong- Ganga Cooperation, ARF and East Asia Summit. Ambassador Wadhwa has contributed a number of articles, mainly in the field of disarmament and international security. He has also spoken at a number of international conferences</p>
<p>Mr. Rakesh Kumar Nangia Independent Director</p>	<p>Mr. Rakesh Nangia is the Founder and Managing Partner of Nangia &amp; Co LLP (One of the Leading Tax Firm in India) and Chairman of Nangia Andersen Consulting Pvt. Ltd. He is a well-known tax veteran, having significant experience in advising Fortune 500 multinationals and Indian business houses on a wide range of matters related to FDI policy, entry strategy, business reorganizations, cross-border tax structuring, mergers &amp; acquisitions, tax controversy and regulatory policy across a range of sectors. He has been the Former - National President of The Indo Canadian Business Chamber and presently serving as the Co-Chairman at ASSOCHAM's International tax council.</p>

	He is also associated with the Indo-American chamber for commerce. He is a council member of PHD chambers, member of CII's national committee on Taxation and member of FICCI's Council for Taxation.
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2. Past Remuneration :  
Refer to Corporate Governance Report forming part of Annual Report of the Company.

3. Remuneration Proposed:  
As per the limits specified in Section II Part II of Schedule V of Companies Act, 2013.

4. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration proposed to be paid is in line with comparable companies.

5. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:

The Non-Executive Directors do not have any pecuniary relationship with the Company except to the extent of Sitting Fees, Commission or Remuneration, as applicable, and reimbursement of out of pocket expenses received by them for attending the meetings and professional fee as tax advisor paid to Nangia & Co, LLP an enterprise over which Mr. Rakesh Nangia has significant influence.

ending March 31, 2022 as per the following details. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the shareholders of the Company.

Name of the Cost Auditor	Industry	Audit fees ( in lakhs)
Jayant B. Galande	Organic & Inorganic Chemicals	2 Lacs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

**New Delhi  
May 20, 2021**

**By order of the Board of Directors  
Cosmo Films Limited**

#### **ITEM NO. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year

#### **Head Office:**

1008, DLF Tower-A  
Jasola District Centre,  
New Delhi- 110025

CIN:- L92114DL1976PLC008355

e-mail:- [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com)

**Jyoti Dixit  
Company Secretary  
Membership No. F6229**

## I. GENERAL INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC

- i. Member will be provided with a facility to attend the AGM through VC through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of the Company is displayed.
- ii. The facility for joining the AGM through VC will be opened 30 minutes before the time scheduled for the AGM. The facility of participation at the AGM through VC will be made available to at least 1000 members on first-come-first-served basis.
- iii. Members can participate in the AGM through their desktops/smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/ laptops with high speed internet connectivity.
- iv. Please note that members connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, PAN, email id, mobile number at [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com) from July 19, 2021 (IST 09:00 A.M.) to July 21, 2021 (IST 05:00 P.M.).
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vii. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from their registered email address mentioning their name, demat account number/folio number, mobile number at [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com). These queries will be replied to by the company suitably by email.

## II. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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*Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.*

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738/022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**III. INSTRUCTIONS FOR E-VOTING – PROCESS AND MANNER FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders / Members” tab.
- (iii) Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than Individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Registrar of the Company or contact the Registrar/Company.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction as stated above (iii)</li></ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Cosmo Films Limited> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If DEMAT account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xvii) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor.relations@cosmofilms.com](mailto:investor.relations@cosmofilms.com) (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

#### **IV. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING MEETING**

- i. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. The link for VC to attend the meeting will be available where the EVSN of Company is displayed after successful login as per the instructions mentioned above for remote e-voting.

**If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 / 022-23058542/43.**

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.**