

# 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 Thirty–Ninth Annual General Meeting of the members of Cosmo Films Limited will be held at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi-110054 on Friday, 26<sup>th</sup> day of August, 2016 at 04:45 P.M. to transact the following business:

### **ORDINARY BUSINESS**

- 1 To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2016, and the Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.
- 2 To appoint a Director in place of Ms. Alpana Parida (DIN: 06796621) who retires by rotation and being eligible offers herself for reappointment.
- 3 To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the members of the company do hereby ratify the appointment of M/s Walker Chandio & Co LLP., Chartered Accountants (Firm Registration No. 001076N) who were appointed in the 38<sup>th</sup> Annual General Meeting (held on August 06, 2015) to hold office for a period of 5 years until the conclusion of the 43<sup>rd</sup> Annual General Meeting, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, as Statutory Auditors of the Company to hold office upto the conclusion of 40<sup>th</sup> Annual General Meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and rules framed thereunder (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, 2017, 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 consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **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. Jayani B. Galande, Cost Accountants (Firm Registration Number 5255) 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 31st March, 2017, 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.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**New Delhi  
July 13, 2016**

**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

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

**NOTES:**

- 1. NO SNACK BOXES/GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
- As a measure of economy, copies of the Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copies at the Meeting.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
- Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

5. 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. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed as Annexure hereto.
6. Relevant documents referred to in the proposed resolutions are available for inspection 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.
7. **Voting through electronic means**
  - (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide its member the facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
  - (b) That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
  - (c) That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 20, 2016 to Friday, August 26, 2016 (Both days inclusive).
10. The register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection by the members.
11. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
13. The Members holding shares in physical form are also requested to notify any change in their addresses immediately to the Company’s Share Registrar and Transfer Agents **M/s. Alankit Assignments Limited, 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi - 110 055.**
14. Members / Proxy holders are requested to produce at the entrance of the Auditorium the enclosed admission slip duly completed and signed.
15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
16. Pursuant to provisions of Section 205A of the Companies Act, 1956 (which are still applicable as the relevant

sections under Companies Act, 2013 are yet to be notified), all unpaid or unclaimed dividends upto the year ended 31<sup>st</sup> March, 2008 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.

17. Pursuant to provisions of Section 205A(5) of the Companies Act, 1956, dividend for the Financial Year ended March 31, 2009 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 Govt.

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
2008-09	Final Dividend	25/08/2009	01/10/2016
2009-10	Final Dividend	09/09/2010	16/10/2017
2010 -11	Final Dividend	13/07/2011	19/08/2018
2011- 12	Final Dividend	30/07/2012	05/09/2019
2012-13	Final Dividend	25/09/2013	30/10/2020
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

Shareholders who have not encashed the dividend warrant(s) are requested to seek issue of duplicate dividend warrants by writing to the Company.

**Shareholders are requested to note that no claims shall lie against the Company or the said fund in respect of any amount which were unclaimed and unpaid for a period of seven years from the dates that they became due for payment and no payment shall be made in respect of any such claims.**

18. Non Resident Indian shareholders are required to inform M/s Alankit Assignments Limited immediately :
- The change in the residential status on return to India for permanent settlement.
  - The particulars of the Bank Account maintained in India with complete name, branch, account type, account number, and address of the bank, if not furnished earlier.
19. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
20. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s Alankit Assignments Limited.
21. The details pertaining to the Directors, proposed to be reappointed is annexed to this notice.
22. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
23. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.

**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>	Ms. Alpana Parida Shah
<b>Date of Birth</b>	January 22, 1963
<b>Date of appointment/reappointment</b>	February 14, 2014
<b>Qualifications</b>	Degree holder in Business Administration from IIM Ahemdabad, Degree in Economics from St. Stephens, Delhi Univeristy
<b>Nature of Expertise</b>	Branding & Marketing
<b>Disclosure of inter-se relationship</b>	Ms. Parida has no inter-se relationship with any Director(s) of the Company.
<b>Directorship held in other Listed Entities</b>	a) S H Kelkar and Company Limited b) Prime Securities Limited c) GRP Limited
<b>Membership/Chairmanship of Committees of the Board (includes only Audit Committee and Stakeholders Relationship committee)</b>	1. Cosmo Films Limited a) Stakeholders Relationship Committee- Member 2. S H Kelkar and Company Limited a) Stakeholders Relationship Committee- Member 3. Prime Securities Limited a) Audit Committee – Member b) Stakeholders Relationship Committee –Member 4. GRP Limited a) Audit Committee - Member
<b>Number of shares held in the Company</b>	Nil

**Important Communication to Members**

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

**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. 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 31st March, 2017.

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

**ITEM NO. 5**

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 ending March 31, 2017 as per the following detail. 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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 commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**ITEM NO. 6**

As per the provisions of section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its annual general meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6.

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 commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**New Delhi  
July 13, 2016**

**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

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

**The instructions for members for voting electronically are as under:-**

- (i) The remote e-voting facility begins on Tuesday, 23<sup>rd</sup> August, 2016 from 10:00 a.m. (IST) and ends on Thursday, 25<sup>th</sup> August, 2016 at 05:00 p.m. During the e-voting period, shareholders' of the Company holding shares either in physical form or dematerialized form, as on the cut off date i.e. August 19, 2016, may cast their vote electronically. The remote e-voting facility shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab.
- (v) Now 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
- (vi) Next enter the image verification code / captcha code as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below. (Applicable for the Members holding shares in demat form and in physical form)
- (ix) Now, fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v).</li> </ul>

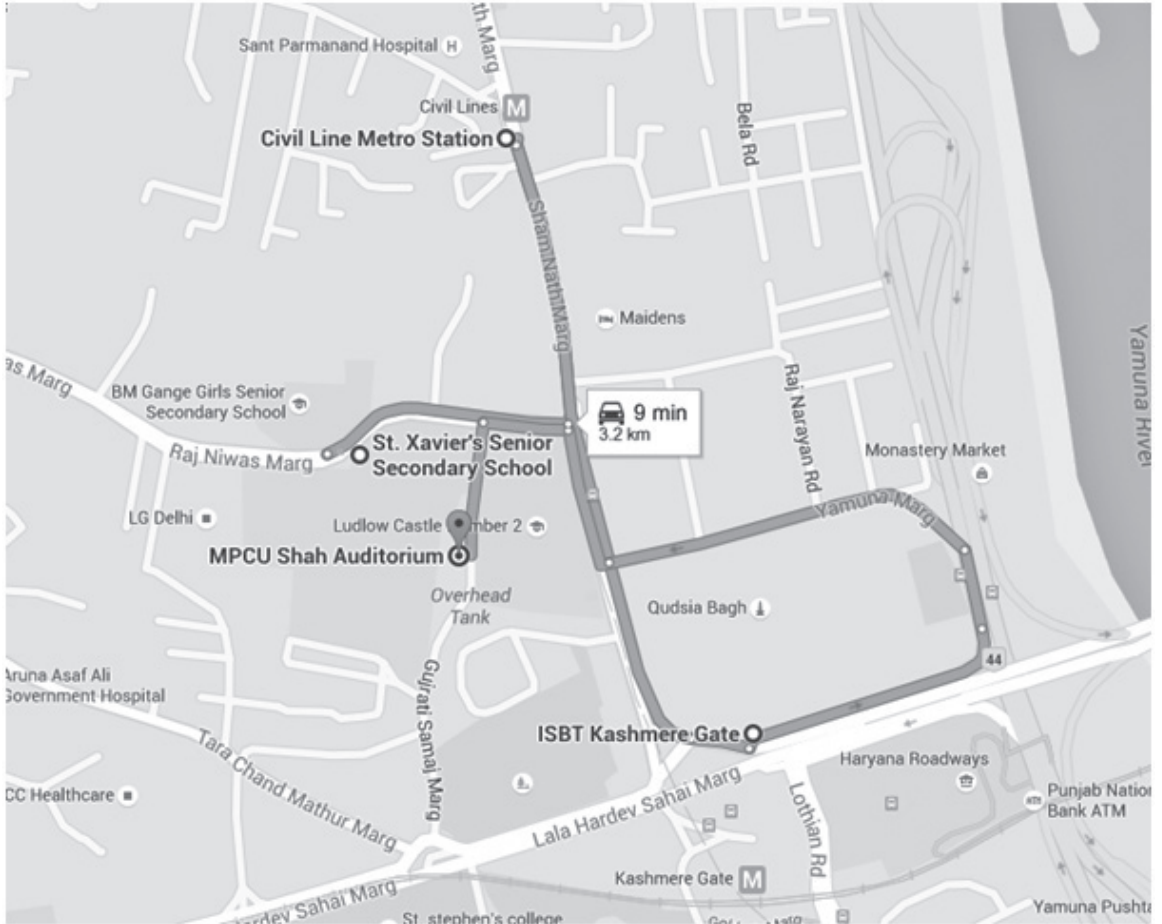
- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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.
- (xii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

- (xiii) Click on the relevant EVSN of “**Cosmo Films Limited**” on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “**Resolutions File Link**” if you wish to view the entire Resolutions.
- (xvi) 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.
- (xvii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take print out of the voting done by you by clicking on “**Click here to print**” option on the Voting Page.
- (xix) If Demat account holder has forgotten the changed password then enter the User ID and image verification code/ captcha code and click on **Forgot Password** & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) **Note for Institutional Shareholders :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 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.
- (xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. August 19, 2016 may follow the same instructions as mentioned above for e-Voting.
- (xxiii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut-off date of August 19, 2016.
- (xxiv) The Board of Directors of the Company at their meeting held on 13<sup>th</sup> July, 2016 has appointed Mr. Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No. 85128) as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner whose e-mail is [bkshroffdelhi@yahoo.com](mailto:bkshroffdelhi@yahoo.com)
- (xxv) The Results 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 and simultaneously communicated to the Stock Exchanges.
- (xxvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



## Route Map to the AGM Venue

**Venue :** Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi-110054



**Landmark :** Shri Delhi Gujarati Samaj

Distance from **ISBT Kashmire Gate**: 1.6 Km (via GT Karnal Road/Lala Hardev Sahai Marg)

Distance from **Civil Lines Metro Station**: 700 M (via Sham Nath Marg)

Distance from **St. Xavier's Senior secondary School**: 400 M (via Raj Nivas and Gujarati Samaj Marg)

# 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)

**PROXY FORM**  
**FORM No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

Email ID:

Folio No. / DP ID/Client ID

I/We, being the member(s) of.....shares of Cosmo Films Limited, hereby appoint

1.....r/o.....having email id.....signature.....or failing him  
2.....r/o.....having email id.....signature.....or failing him  
3.....r/o.....having email id.....signature.....or failing him  
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Friday, August 26, 2016 at 4:45 P.M. at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi- 110054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	For	Against
1.	Consider and adopt the audited Profit & Loss Account for the year ended March 31, 2016, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon.		
2.	Re-appointment of Ms. Alpana Parida who retires by rotation.		
3.	Ratification of appointment of M/s. Walker Chandio & Co. LLP as Statutory Auditors and fixing their remuneration for the F.Y. 2016-17.		
4.	Approval for payment of Commission to Non Executive Directors for a period of 5 years effective from Financial Year ended on 31.03.2017		
5.	Approval of the remuneration payable to Cost Auditors for the Financial Year 2016-17.		
6.	Determination of fees to be charged for service of document(s) in a particular mode.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder(s) \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (3) Please complete all details including details of member(s) in above box before submission.
- (4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 39th Annual General Meeting.

**ATTENDANCE SLIP**

# 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)

Name & Address of the Shareholder	Serial No.
:	
Folio No. / *DP. I.D. & Client I.D.	:
(* Applicable for investors holding shares in electronic form)	
Number of shares	:
E-Voting Sequence No.	:
	User ID :

I certify that I am a member / proxy / authorised representative for the member of the Company.

I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company held on Friday, August 26, 2016 at 04:45 P.M at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi- 110054 or any adjournment thereof.

Further, please register / update my / our under mentioned E-mail ID for sending all future Company's correspondence:

E-mail ID:.....

SIGNATURE OF THE SHAREHOLDER(S)

SIGNATURE OF PROXY / AUTHORISED REPRESENTATIVE

Notes :

- 1) Please fill in this attendance slip and hand it over at the entrance of meeting hall.
- 2) Member's Signature should be in accordance with the specimen signature registered with the company.
- 3) Please bring your copy of the annual Report for reference at the meeting.