

ANNEXURE-A

Proceedings of the 46th Annual General Meeting of the Company

The 46th Annual General Meeting (“AGM”) of the Members of Cosmo First Limited (“the Company”) was held on Friday, August 04, 2023 at 3.00 p.m. (IST) through Video Conferencing (“VC”). The meeting was held in compliance with the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May, 2020, 13th May, 2022 and 5th January 2023 respectively issued by the Securities and Exchange Board of India (SEBI) and as per the other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary welcomed the Members and informed that this annual general meeting was being held through video conferencing. She informed the members that the Company has taken all feasible steps to ensure that shareholders were provided an opportunity to participate in Annual General Meeting and vote. She briefed the members on important points relating to the participation at the Meeting through VC.

Members were informed that the facility for remote e-voting for all the Resolution mentioned in the notice was provided to the Shareholder as on the cut-off date i.e. July 28, 2023. She also informed that e-voting was made available at the AGM to those shareholders who had not already voted by means of remote e-voting.

Mr. Sanjeev Aggarwal, Partner of M/s. B. K. Shroff & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi – 110 002 was acting as scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

Mr. Ashok Jaipuria, Chairman, Chaired the Meeting. He welcomed the Members and after ascertaining the quorum, called the meeting to order.

He requested the Directors, auditors and management team members who had joined the meeting through Video Conferencing to introduce themselves.

Thereafter, Chairman made his opening remarks with respect to the growth outlook and the operations of the Company.

The Shareholders approved the following resolutions with requisite majority:

| Item No. | Particulars | Type of Resolution |
|--------------------------|--|---------------------|
| Ordinary Business | | |
| 1 | Adoption of the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2023, 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. | Ordinary Resolution |
| 2 | Approval for Dividend on the Equity Shares of the Company @ 50 % i.e., Rs. 5/- per equity share each | Ordinary Resolution |

| | | |
|-------------------------|--|---------------------|
| 2 | Approval for Re-appointment of Mr. Pratip Chaudhuri, Director (DIN: 00915201) who is liable to retire by rotation. | Ordinary Resolution |
| Special Business | | |
| 4. | Re-appointment of Mr. Anil Wadhwa (DIN: 08074310) as Independent Director of the Company | Special Resolution |
| 5. | Re-appointment of Ms. Alpana Parida (DIN: 06796621) as Independent Director of the Company | Special Resolution |
| 6. | Re-appointment of Mr. Ashok Jaipuria (DIN:00214707) as Managing Director of the Company | Special Resolution |
| 7. | Approval for payment of managerial remuneration in case of no profit or inadequate profit. | Special Resolution |
| 8. | Approval for payment of remuneration to Non-Executive Directors in case of no profit or inadequate Profit | Special Resolution |
| 9 | Approval for remuneration payable to Cost Auditors for the Financial year 2023-24. | Ordinary Resolution |

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operations as well as the financial performance of the Company. The Chairman responded to the questions asked and clarifications sought by the Members.

Members were briefed that the results of the remote e-voting and voting at the AGM, together with the scrutinizer report, would be disclosed to the Stock Exchanges and would be uploaded on the website of the Company as per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Meeting Concluded with a vote of thanks to members.



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General information about company

| | |
|---|---------------------|
| Scrip code | 508814 |
| NSE Symbol | COSMOFIRST |
| MSEI Symbol | NOTAPPLICABLE |
| ISIN | INE757A01017 |
| Name of the company | COSMO FIRST LIMITED |
| Type of meeting | AGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 04-08-2023 |
| Start time of the meeting | 03:00 PM |
| End time of the meeting | 04:08 PM |

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Scrutinizer Details

| | |
|---|--------------------|
| Name of the Scrutinizer | Sanjiv Aggarwal |
| Firms Name | B. K. SHROFF & CO. |
| Qualification | CA |
| Membership Number | 85128 |
| Date of Board Meeting in which appointed | 29-05-2023 |
| Date of Issuance of Report to the company | 04-08-2023 |

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| Voting results | |
|---|---------------------------|
| Record date | 28-07-2023 |
| Total number of shareholders on record date | 48377 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 8 |
| b) Public | 106 |
| No. of resolution passed in the meeting | 9 |
| Disclosure of notes on voting results | Add Notes |

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Resolution (1)

| Resolution required: (Ordinary / Special) | | Ordinary | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Consider and adopt the Audited Financial statements of the Company including balance sheet as at March 31, 2023, 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. | | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 1033768 | 75.5894 | 1033768 | 0 | 100.0000 | 0.0000 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1033768 | 75.5894 | 1033768 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 964951 | 7.5696 | 964654 | 297 | 99.9692 | 0.0308 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964951 | 7.5696 | 964654 | 297 | 99.9692 | 0.0308 |
| Total | | 25936905 | 13820335 | 53.2844 | 13820038 | 297 | 99.9979 | 0.0021 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



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Resolution (2)

| Resolution required: (Ordinary / Special) | | Ordinary | | | | | | |
|--|-------------------------------|-----------------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Declare Dividend on Equity Shares | | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 1047889 | 76.6219 | 1047889 | 0 | 100.0000 | 0.0000 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1047889 | 76.6219 | 1047889 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 964951 | 7.5696 | 964654 | 297 | 99.9692 | 0.0308 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964951 | 7.5696 | 964654 | 297 | 99.9692 | 0.0308 |
| Total | | 25936905 | 13834456 | 53.3389 | 13834159 | 297 | 99.9979 | 0.0021 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



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| Resolution (3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of Mr. Pratip Chaudhuri, (DIN: 00915201) who retires by rotation and being eligible, offers himself for re appointment | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 1047889 | 76.6219 | 785038 | 262851 | 74.9161 | 25.0839 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1047889 | 76.6219 | 785038 | 262851 | 74.9161 | 25.0839 |
| Public- Non Institutions | E-Voting | | 964951 | 7.5696 | 964567 | 384 | 99.9602 | 0.0398 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964951 | 7.5696 | 964567 | 384 | 99.9602 | 0.0398 |
| Total | | 25936905 | 13834456 | 53.3389 | 13571221 | 263235 | 98.0973 | 1.9027 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



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| Resolution (4) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of Mr. Anil Wadhwa (DIN: 08074310), as an Independent Non- Executive Director | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 1047889 | 76.6219 | 1047889 | 0 | 100.0000 | 0.0000 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1047889 | 76.6219 | 1047889 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 964951 | 7.5696 | 964569 | 382 | 99.9604 | 0.0396 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964951 | 7.5696 | 964569 | 382 | 99.9604 | 0.0396 |
| Total | | 25936905 | 13834456 | 53.3389 | 13834074 | 382 | 99.9972 | 0.0028 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



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Resolution (5)

| Resolution required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Re-appointment of Ms. Alpana Parida (DIN: 06796621), as an Independent Non-Executive Director | | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 1047889 | 76.6219 | 200453 | 847436 | 19.1292 | 80.8708 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1047889 | 76.6219 | 200453 | 847436 | 19.1292 | 80.8708 |
| Public- Non Institutions | E-Voting | | 964941 | 7.5695 | 964619 | 322 | 99.9666 | 0.0334 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964941 | 7.5695 | 964619 | 322 | 99.9666 | 0.0334 |
| Total | | 25936905 | 13834446 | 53.3388 | 12986688 | 847758 | 93.8721 | 6.1279 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



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| Resolution (6) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of Mr. Ashok Jaipuria (DIN: 00214707) as Managing Director of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 1047889 | 76.6219 | 413963 | 633926 | 39.5045 | 60.4955 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1047889 | 76.6219 | 413963 | 633926 | 39.5045 | 60.4955 |
| Public- Non Institutions | E-Voting | | 964951 | 7.5696 | 964630 | 321 | 99.9667 | 0.0333 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964951 | 7.5696 | 964630 | 321 | 99.9667 | 0.0333 |
| Total | | 25936905 | 13834456 | 53.3389 | 13200209 | 634247 | 95.4155 | 4.5845 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |



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Resolution (7)

| Resolution required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Payment of minimum remuneration to managerial personnel in case of no profit or inadequate profit in any financial year | | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 1047889 | 76.6219 | 213909 | 833980 | 20.4133 | 79.5867 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1047889 | 76.6219 | 213909 | 833980 | 20.4133 | 79.5867 |
| Public- Non Institutions | E Voting | | 964622 | 7.5670 | 963788 | 834 | 99.9135 | 0.0865 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964622 | 7.5670 | 963788 | 834 | 99.9135 | 0.0865 |
| Total | | 25936905 | 13834127 | 53.3376 | 12999313 | 834814 | 93.9655 | 6.0345 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



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| Resolution (8) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Payment of minimum remuneration to Non- Executive Directors in case of no profit or inadequate profit in any financial year | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 1047889 | 76.6219 | 1047889 | 0 | 100.0000 | 0.0000 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1047889 | 76.6219 | 1047889 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 964622 | 7.5670 | 963538 | 1084 | 99.8876 | 0.1124 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964622 | 7.5670 | 963538 | 1084 | 99.8876 | 0.1124 |
| Total | | 25936905 | 13834127 | 53.3376 | 13833043 | 1084 | 99.9922 | 0.0078 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



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| Resolution (9) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approval of the remuneration payable to Cost Auditors for the Financial Year 2023-24 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| | Poll | 11821616 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 11821616 | 11821616 | 100.0000 | 11821616 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 1047889 | 76.6219 | 1047889 | 0 | 100.0000 | 0.0000 |
| | Poll | 1367610 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1367610 | 1047889 | 76.6219 | 1047889 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 964951 | 7.5696 | 964356 | 595 | 99.9383 | 0.0617 |
| | Poll | 12747679 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 12747679 | 964951 | 7.5696 | 964356 | 595 | 99.9383 | 0.0617 |
| Total | | 25936905 | 13834456 | 53.3389 | 13833861 | 595 | 99.9957 | 0.0043 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

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

For Forty Sixth (46th) Annual General Meeting ("AGM") of the Equity Shareholders of COSMO FIRST LIMITED (Formerly Cosmo Films Limited), held on Friday 4th day of August, 2023 at 3.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

I, SANJIV AGGARWAL, Practicing Chartered Accountant as Partner of M/s. B. K. SHROFF & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi – 110 002 was appointed as Scrutinizer of COSMO FIRST LIMITED (formerly COSMO FILMS LIMITED) ("the Company") for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. remote e-Voting and e-voting during AGM taken on the below mentioned resolution (s) at the Forty Sixth Annual General Meeting of the Equity Shareholders of COSMO FIRST LIMITED (formerly COSMO FILMS LIMITED), held on Friday 4th day of August, 2023 at 3.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

1. The remote e-voting period remained open from Tuesday, August 1, 2023 (IST 09:00 a.m.) to Thursday, August 3, 2023 (IST 05:00 p.m.) on the designated website via CDSL e-voting platform.
2. The shareholders holding shares as on the "cutoff" date i.e. Friday, July 28, 2023 were entitled to vote on the proposed resolutions (item No.1 to 9) as set out in the Notice of the Forty Sixth AGM of the COSMO FIRST LIMITED (formerly COSMO FILMS LIMITED).
3. Total Issued Share Capital of the Company includes 312822 Shares held by Cosmo Films ESOP 2015 Trust "ESOP Trust" to be treated as "Non-Promoter Non-Public holding" as per Regulation 3(9), Chapter II of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for which voting rights were not available.
4. Total issued share capital of the company includes 271353 shares on which dividend has



B. K. SHROFF & CO.

Chartered Accountants

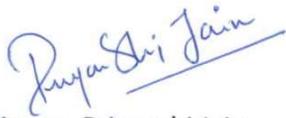
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remained unpaid or unclaimed and have been transferred to Investors Education and Protection Fund pursuant to Section 124 (6) of the companies Act 2013. The shareholders have lost their right to attend and vote at the annual general meeting till the voting rights are active again.

5. After the conclusion of e-voting at the AGM, first the votes cast during the AGM were unblocked and thereafter the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Priyanshi Jain and Ms. Chanchal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Priyanshi Jain



Name: Chanchal

6. I submit our consolidated report of remote e-voting and e-voting during AGM as under:

1. **Ordinary Resolution - To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2023, 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.**

- (i) Voted in favour of the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 253 | 13818991 | 100.00% |
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 266 | 13820038 | 100.00 % |

- (ii) Voted against the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
|----------------|-------------------------|------------------------------|---------------------------------------|



| | | | |
|------------------------|---|-----|--------|
| Remote E -Voting | 7 | 297 | 0.00% |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 7 | 297 | 0.00 % |

(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|---------------------------------|
| Remote E -Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |

2. Ordinary Resolution - To declare Dividend on Equity Shares.

(i) Voted in favour of the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|------------------------|----------------------------|---------------------------------|--|
| Remote E -Voting | 254 | 13833112 | 100.00 % |
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 267 | 13834159 | 100.00 % |

(ii) Voted against the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|------------------------|----------------------------|---------------------------------|--|
| Remote E -Voting | 7 | 297 | 0.00 % |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 7 | 297 | 0.00 % |

(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|---------------------------------|
| Remote E -Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |

3. Ordinary Resolution - To appoint a Director in place of Mr. Pratip Chaudhuri, (DIN: 00915201) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|------------------------|----------------------------|---------------------------------|--|
| Remote E -Voting | 234 | 13570174 | 98.10 % |
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 247 | 13571221 | 98.10 % |

(ii) Voted against the resolution:

| Mode of Voting | Number of member voted | Number of votes Cast by them | % of total number of valid votes cast |
|------------------------|---------------------------|---------------------------------|--|
| Remote E -Voting | 27 | 263235 | 1.90 % |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 27 | 263235 | 1.90 % |

(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|------------------------------|
| Remote E-Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |

4. Special Resolution - To re-appoint Mr. Anil Wadhwa (DIN: 08074310) as an Independent Director.**(i) Voted in favour of the resolution:**

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 252 | 13833027 | 100.00 % |
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 265 | 13834074 | 100.00 % |

(ii) Voted against the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 9 | 382 | 0.00 % |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 9 | 382 | 0.00 % |



(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|------------------------------|
| Remote E-Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |

5. Special Resolution - To re-appoint Ms. Alpana Parida (DIN: 06796621) as an Independent Director.

(i) Voted in favour of the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 209 | 12985641 | 93.87 % |
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 222 | 12986688 | 93.87 % |

(ii) Voted against the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 51 | 847758 | 6.13 % |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 51 | 847758 | 6.13 % |

(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|------------------------------|
| Remote E-Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |



6. Special Resolution - To re-appoint Ms. Ashok Jaipuria (DIN: 00214707) as Managing Director.

(i) Voted in favour of the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 221 | 13199162 | 95.42 % |
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 234 | 13200209 | 95.42 % |

(ii) Voted against the resolution n:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 40 | 634247 | 4.58 % |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 40 | 634247 | 4.58 % |

(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|------------------------------|
| Remote E-Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |

7. Special Resolution - To approve payment of managerial remuneration in case of no profit or inadequate profit.

(i) Voted in favour of the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 201 | 12998266 | 93.97 % |



| | | | |
|---------------------|-----|----------|----------|
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 214 | 12999313 | 93.97 % |

(ii) Voted against the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 58 | 834814 | 6.03 % |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 58 | 834814 | 6.03 % |

(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|------------------------------|
| Remote E-Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |

8. Special Resolution - To approve payment of remuneration to Non-Executive Directors in case of no profit or inadequate profit.

(i) Voted in favour of the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 241 | 13831996 | 99.99 % |
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 254 | 13833043 | 99.99% |



(ii) Voted against the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 18 | 1084 | 0.01 % |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 18 | 1084 | 0.01% |

(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|------------------------------|
| Remote E-Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |

9. Ordinary Resolution - To approve remuneration payable to Cost Auditors for the FY 2023-24.

(i) Voted in favour of the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 251 | 13832814 | 100.00 % |
| E-Voting during AGM | 13 | 1047 | 100.00 % |
| Total | 264 | 13833861 | 100.00 % |

(ii) Voted against the resolution:

| Mode of Voting | Number of members voted | Number of votes Cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 10 | 595 | 0.00 % |
| E-Voting during AGM | 0 | 0 | 0.00 % |
| Total | 10 | 595 | 0.00 % |



(iii) Invalid Votes

| Mode of Voting | Number of members voted | Number of votes Cast by them |
|---------------------|-------------------------|---------------------------------|
| Remote E-Voting | Nil | Nil |
| E-Voting during AGM | Nil | Nil |
| Total | Nil | Nil |

Therefore, the aforesaid resolutions 1 to 9 are approved with requisite majority.

7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully

For B. K. SHROFF & CO.
Chartered Accountants
Firm Registration No: 302166E

Sanjiv Aggarwal

Partner

Membership No: 85128

Place New Delhi

Dated: 04.08.2023

UDIN: 23085128BGTTYF1822



sd/-

Chairman/Authorized Signatory