

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

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

For Forty Third (43rd) Annual General Meeting ("AGM") of the Equity Shareholders of COSMO FILMS LIMITED, held on Friday 7th day of August, 2020 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 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 Third Annual General Meeting of the Equity Shareholders of COSMO FILMS LIMITED, held on Friday 7th day of August, 2020 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 04, 2020 from 10.00 A.M. to Thursday, August 06, 2020 at 5.00 P.M. (IST) on the designated website via CDSL e-voting platform.
2. The shareholders holding shares as on the "cutoff" date i.e. Saturday, August 01, 2020 were entitled to vote on the proposed resolutions (item No.1 to 5) as set out in the Notice of the Forty Third AGM of the COSMO FILMS LIMITED.
3. Total Issued Share Capital of the Company includes 2,76,396 Shares held by Cosmo Films ESOP 2015 Trust "ESOP Trust" to be treated as "Non-Promoter Non-Public holding" as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulation 2014 for which voting rights were not available.
4. Total issued share capital of the company includes 1,57,205 shares on which dividend has remained unpaid or unclaimed and have been transferred to Investors Education and Protection Fund pursuant to Section 124 (6) of the companies Act 2013. The shareholders have lost their right to attend and vote at the annual general meeting till the voting rights are active again.



B. K. SHROFF & CO.

Chartered Accountants

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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 Mr. Shekhar Gupta and Mr. Rahul Saini who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Shekhar

NAME: Shekhar Gupta

Rahul

NAME: Rahul Saini

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

The Consolidated results are as under:

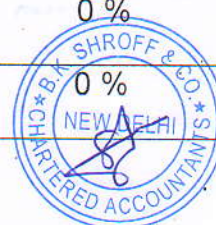
1. **Ordinary Resolution - To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2020, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon.**

- (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	109	9550050	99.99 %
E-Voting during AGM	13	519	0.01 %
Total	122	9550569	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	1	1	0 %
E-Voting during AGM	-	-	0 %
Total	1	1	0 %



(iii) Invalid Votes

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

2. Ordinary Resolution - Mr. Rajeev Gupta (DIN:00241501), a Director liable to retire by rotation, who does not offer himself for re-appointment, be not reappointed as a Director of the Company.

(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	109	9550050	99.99 %
E-Voting during AGM	13	519	0.01 %
Total	122	9550569	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	1	1	0 %
E-Voting during AGM	-	-	0 %
Total	1	1	0 %



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(iii) Invalid Votes

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

3. Ordinary Resolution - Appointment of M/s. S.N. Dhawan & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 000050N/N500045) as Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of 48th(Forty Eight) Annual General Meeting to be held in the calendar year 2025

(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	109	9550050	99.99 %
E-Voting during AGM	13	519	0.01 %
Total	122	9550569	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	1	1	0 %
E-Voting during AGM	-	-	0 %
Total	1	1	0 %



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(iii) Invalid Votes

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

4. Special Resolution - Alteration of Object Clause of Memorandum of Association of the Company.

(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	109	9550050	99.99 %
E-Voting during AGM	13	519	0.01 %
Total	122	9550569	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	1	1	0 %
E-Voting during AGM	-	-	0 %
Total	1	1	0 %

(iii) Invalid Votes

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



5. Ordinary Resolution - Approval of the remuneration payable to Cost Auditors for the Financial Year 2020-21.

(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	108	9550049	99.99 %
E-Voting during AGM	13	519	0.01 %
Total	121	9550568	100.00 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
Remote E-Voting	2	2	0 %
E-Voting during AGM	-	-	0 %
Total	2	2	0 %

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
Remote E-Voting	-	-
E-Voting during AGM	-	-
Total	-	-

Therefore, the aforesaid resolutions 1 to 5 are approved with requisite majority.



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6. 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

Sanjiv Aggarwal
Partner

Membership No: 85128
Place New Delhi

Dated: 07.08.2020
UDIN:20085128AAAACD5524



Chairman