

CIN: L92114DL1976PLC008355

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Company Secretary & Compliance Officer: Ms. Jyoti Dixit

POST-BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF COSMO FILMS LIMITED

This post-buyback public announcement ("Post Buyback Public Announcement") is being made in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") regarding completion of the Buyback.

This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated October 27, 2020 published on October 28, 2020 and the letter of offer dated November 19, 2020 ("Letter of Offer"), issued in connection with the Buyback.

Unless specifically defined herein, capitalised terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1 Cosmo Films Limited (the "Company") had announced the Buyback of up to 12,67,361 (Twelve Lacs Sixty Seven Thousand Three Hundred and Sixty One) fully paid-up equity shares of face value of INR 10 each ("Equity Shares") of the Company ("Buyback"), representing 6.52% of the total paid-up equity capital of the Company from the shareholders/beneficial owners of Equity Shares as on Record Date i.e. November 9, 2020, on a proportionate basis, through the "tender offer" process, at a price of INR 576 (Indian Rupees Five Hundred Seventy Six only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 73,00,00,000 (Indian Rupees Seventy Three Crores Only) excluding the Transaction Costs ("Buyback Offer Size"), which represents 9.69% and 9.95% of the aggregate of the Company's paid-up equity capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2020, on a standalone and consolidated basis respectively (being the last audited financial statements available as on October 26, 2020, the date of board meeting recommending the proposal for the Buy-back), in accordance with Section 68(2)(c) of the Companies Act, 2013 and the SEBI Buyback Regulations. The number of Equity Shares bought back constituted 6.52% of the pre-Buyback equity share capital of the Company.

1.2 The Buyback was undertaken by way of tender offer through the stock exchange mechanism as prescribed under the SEBI Buyback Regulations and the SEBI Circulars.

1.3 The tendering period for the Buyback opened on Friday, November 27, 2020 and closed on Friday, December 11, 2020.

2. DETAILS OF THE BUYBACK

2.1 The total number of Equity Shares bought back by the Company pursuant to the Buyback were 12,67,361 (Twelve Lakhs Sixty-Seven Thousand Three Hundred and Sixty-One Only) Equity Shares, at the price of INR 576 (Indian Rupees Five Hundred Seventy-Six only) per Equity Share.

2.2 The total amount utilized in the Buyback was INR 72,99,99,936 (Indian Rupees Seventy-Two Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Thirty-Six Only) excluding the Transaction Costs.

2.3 The Registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar"), considered a total of 11,778 valid bids for 35,99,122 Equity Shares in response to the Buyback, which is approximately 2.84 times the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar are as follows:

Category of Shareholders	No. of Equity Shares Reserved in the Buyback	No. of valid Bids	Total No. of Equity Shares Tendered	Response (%)
Reserved category for Small Shareholders	1,90,105	10,193	7,26,332	382.07
General category for all other Eligible Shareholders	10,77,256	1,585	28,72,790	266.68
Total	12,67,361	11,778	35,99,122	283.99

2.4 All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection was dispatched by the Registrar to the Eligible Shareholders, by Tuesday, December 22, 2020.

2.5 The settlement of all valid bids was completed by BSE Clearing on Tuesday, December 22, 2020. BSE Clearing has made direct funds pay-out to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India/ relevant bank(s), due to any reasons, then the amount payable to the concerned shareholder will be transferred to the Shareholder Broker for onward transfer to such shareholders.

2.6 Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company Demat Account on Tuesday, December 22, 2020. 4 Equity Shares were tendered in Physical form. The unaccepted dematerialized Equity Shares have been returned to respective Eligible Shareholders /custodians by BSE Clearing on Tuesday, December 22, 2020 and the unaccepted Physical Equity Shares have been returned to respective Eligible Shareholders by the Registrar.

2.6.1 The extinguishment of 12,67,361 Equity Shares accepted under the Buyback is currently under process and will be completed in accordance with the SEBI Buyback Regulations by Tuesday, December 29, 2020.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company pre and post Buyback is set forth below:

Particulars	Pre-Buyback*		Post-Buyback	
	No of Equity Shares	Aggregate value at face value of ₹ 10 each (In ₹)	No of Equity Shares	Aggregate value at face value of ₹ 10 each (In ₹)
Authorised share capital	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
Issued, subscribed and fully paid up share capital	1,94,40,076	19,44,00,760	1,81,72,715	18,17,27,150 ^f

*As on the date of Letter of Offer

^fSubject to extinguishment of 12,67,361 Equity Shares accepted in the Buyback

3.2 Details of the Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been accepted under the Buyback are as mentioned below:

Sr. No	Name of the Shareholder	No. of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of the total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Share Capital of the Company ^f
1	Ashok Jaipuria Registered Owner C/O Gaytari & Annapurna – Beneficial Owner	475,884	37.55%	2.62%
2	Manoj Kumar Gupta Registered Owner C/O Cosmo Films ESOP 2015 Trust- Beneficial Owner	28,286	2.23%	0.16%
3	Ambrish Jaipuria	22,361	1.76%	0.12%
4	Ashok Jaipuria	21,877	1.73%	0.12%
5	Vikas Mehra	14,571	1.15%	0.08%
6	Fawkes Management (P) Ltd Registered Owner C/O Ashok Jaipuria Family Trust – Beneficial Owner	12,889	1.02%	0.07%

^fSubject to extinguishment of 12,67,361 Equity Shares accepted in the Buyback

3.3 The shareholding pattern of the Company, prior to the Buy-back (as of the Record Date, being November 9, 2020) and post the completion of the Buy-back is as follows:

Particulars	Pre-Buyback		Post Buyback ^f	
	No. of Equity Shares	% to the existing Equity Share Capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters, promoter group and persons acting in concert (Collectively "the Promoters")	85,82,246	44.15	80,38,337	44.23
Foreign Investors (Including Non-Resident Indians, FII's)	8,88,211	4.57	1,01,34,378	55.77
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies	2,93,598	1.51		
Others (Public, Public Bodies Corporate etc.)	96,76,021	49.77		
Total	1,94,40,076	100.00	1,81,72,715	100.00

^fSubject to extinguishment of 12,67,361 Equity Shares accepted in the Buyback

4. MANAGER TO THE BUYBACK

Anand Rathi Advisors Limited

10th Floor, Trade D Tower, Kamla City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Tel: +91-22-6626 6666; Fax: +91-22-6626 6544; Email: cosmo.buyback@rathi.com; Website: www.rathi.com

Investor grievance e-mail: grievance.ecm@rathi.com; SEBI Registration No.: INM000010478

Contact Person: Astha Daga; CIN: U17100MH1987PLC043579

5. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement and confirms that this Post Buyback Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Cosmo Films Limited

Sd/-
Ashok Jaipuria
Chairman and Managing Director
DIN: 00214707

Sd/-
Mr. Anil Kumar Jain
Whole-time Director
DIN: 00027911

Sd/-
Jyoti Dixit
Company Secretary & Compliance Officer
Membership no. F6229

Date: December 22, 2020

Place: New Delhi