

**COSMO FIRST LIMITED***(Formerly 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

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## NOTICE

Notice is hereby given that the Forty Sixth (46<sup>th</sup>) Annual General Meeting of the members of Cosmo First Limited will be held on Friday, August 04, 2023 at 03:00 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, 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.
2. To declare Dividend on Equity Shares.
3. 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**

4. To re-appoint Mr. Anil Wadhwa (DIN: 08074310) 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 **Special 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) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company hereby accords its approval for the re-appointment of Mr. Anil Wadhwa (DIN: 08074310), as an Independent Non-Executive Director of the Company who meets the criteria for independence as provided in the Companies Act, 2013 and Listing Regulations and who is eligible for re-appointment, for a second

term of five consecutive years with effect from May 23, 2023 to May 22, 2028 and whose term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and are hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. To re-appoint Ms. Alpana Parida (DIN: 06796621) 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 **Special 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) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company hereby accords its approval for the re-appointment of Ms. Alpana Parida (DIN: 06796621), as an Independent Non-Executive Director of the Company who meets the criteria for independence as provided in the Companies Act, 2013 and Listing Regulations and who is eligible for re-appointment, for a second term of five consecutive years with effect from May 15, 2024 to May 14, 2029 and whose term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and are hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

6. To re-appoint Mr. Ashok Jaipuria (DIN: 00214707) as Managing Director 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 of section 196, 197 and 203 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 re-enactment thereof for the time being in force), Articles of Association of the Company, the Company hereby accords its approval for the re-appointment of Mr. Ashok Jaipuria (DIN: 00214707) as Managing Director of the Company, for a period of five years commencing from April 02, 2024.

**RESOLVED FURTHER THAT** the Company hereby approves the salary, perquisites, allowances and commission as per the existing terms and conditions as set out in the Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ashok Jaipuria within the overall limit specified under Section I of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment or substitution thereof from time to time and may exceed the individual/overall limits specified under section 197 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profit in any financial year, the remuneration as set out in the Statement annexed to the Notice convening this Meeting, be paid as minimum remuneration in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment or substitution thereof from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 196(3) of the Companies Act, 2013, the Company hereby accords its approval enabling Mr. Ashok Jaipuria to continue as Managing Director of the Company beyond the age of 70 (seventy) years within the overall term of five years.

**RESOLVED FURTHER THAT** the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and

Remuneration Committee of the Board) be and are hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

7. 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 re-enactment 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, 2024 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."

8. 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 re-enactment 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, 2024 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."

9. To approve remuneration payable to Cost Auditors for the FY 2023-24 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 March 31, 2024, 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 29, 2023

By order of the Board of Directors  
Cosmo First Limited  
(Formerly Cosmo Films Limited)

**Head Office:**

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

**Jyoti Dixit**

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

E-mail:- [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com)

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021 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. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
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- [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com).

4. In compliance with the aforesaid MCA Circulars and relevant SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2022-23 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 for FY 2022-23 will also be available on the Company’s website [www.cosmofirst.com](http://www.cosmofirst.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 Act.
6. Explanatory Statement pursuant to Section 102 of the Act, 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 Regulations and SS-2 Secretarial Standards on General Meetings, of the person seeking appointment/ re-appointment as Director under Item No. 4 to 6 and Item No. 2 of the Notice, are also annexed as Annexure 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 29, 2023 to Friday, August 04, 2023 (Both days inclusive).
9. The record date for the purpose of payment of dividend shall be Friday, July 28, 2023. Accordingly, the dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will be paid to those members whose names appear on the Register of Members at the end of day on Friday, July 28, 2023. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership, as per the details to be furnished for the purpose by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, July 28, 2023

Pursuant to the amendments introduced in the Income-tax Act, 1961 ('the Act') vide Finance Act, 2020, dividend paid after April 1, 2020, shall be taxable in the hands of the Shareholders and the Company shall be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status, category of the shareholder and is subject to provision of requisite declarations / documents to the Company.

For the detailed process, please visit the website of the Company at <https://www.cosmofirst.com/investors/notifications-notice> and also refer to the email sent to members in this regard.

10. 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 email addresses may temporarily get their email 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 email id. In case of any query, a member may send an email to Alankit at [rta@alankit.com](mailto:rta@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.

11. 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.
12. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the link at <https://www.cosmofirst.com/investors/updation-of-kyc>.
13. Any service requests or complaints received from the member, will not be processed by RTA till the required details/documents (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) are provided to RTA. On or after October 01, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.cosmofirst.com/investors/updation-of-kyc>
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website under the link at <https://www.cosmofirst.com/investors/updation-of-kyc>.
15. 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.



16. 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 August 02, 2023 through email on [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com). The same will be replied by the Company suitably.
17. All unpaid or unclaimed dividends upto the year ended March 31, 2016 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.
18. Dividend for the financial year ended March 31, 2017 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 to Transfer
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
2021-22	First Interim Dividend	16/09/2021	23/10/2028
2021-22	Second Interim Dividend	25/01/2022	03/03/2029

The Shareholders who have not en-cashed the aforesaid dividends are requested to make their claim to RTA or the Company. The details of the unpaid / unclaimed amounts lying with the Company as on March 31, 2023 are available on the website of the Company <https://www.cosmofirst.com/investors/unclaimed-dividends> and on Ministry of Corporate Affairs' website.

19. 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 5435 equity shares of ₹ 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 2017 are requested to claim the same by September 06, 2024. 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 or transfer shall be uploaded at the "Investors Relations Section" on the website of the Company viz. [www.cosmofirst.com](http://www.cosmofirst.com).**

## 20. 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, August 01, 2023 (IST 09:00 a.m.) and will end on Thursday, August 03, 2023 (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 28, 2023, 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 28, 2023.
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](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 e-voting instructions and instructions for attending the AGM through VC are given separately.

## **21. 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 unblock

the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, within two working days 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.cosmofirst.com](http://www.cosmofirst.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.

# **ANNEXURE TO THE NOTICE**

## **DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of Director</b>	Mr. Anil Wadhwa	Ms. Alpana Parida
<b>Date of Birth and Age</b>	May 26, 1957 Age - 66 Years	January 22, 1963 Age - 60 Years
<b>Qualifications</b>	Master Degree in History with specialization in Chinese history and Medieval Indian history and architecture.	Degree holder in Business Administration from IIM, Ahmedabad and Degree in Economics from St. Stephens, Delhi University
<b>Experience, Nature of Expertise and Skills and Capabilities</b>	More than 40 Years of Experience in Foreign Services	More than 20 years of Experience in Branding and Marketing
<b>Brief Resume</b>	<p>Mr. Anil Wadhwa is an Ex- Member of the Indian Foreign Services. 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/JFAD and WFP.</p> <p>He was Secretary (East) in the Ministry of External Affairs, 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.</p> <p>From 1989-2000, he attended meetings of the First Committee in UNDC in New York first as a Delegate of India and later as representative of the OPCW, where he worked as the Head of the Media and Public Affairs Branch and subsequently the Government Relations and Political Affairs Branch.</p>	<p>Ms. Alpana Parida has more than two decades of experience in retail and marketing communications in the US and in India. She was Head of Marketing with Tanishq, a prominent Jewellery brand in India.</p> <p>She conducts branding workshops for large corporates. She graduated from IIM-Ahmedabad in 1985 and has a degree in Economics from St. Stephens, Delhi University.</p>
<b>Disclosure of inter-se relationship</b>	Mr. Anil Wadhwa has no inter-se relationship with any Director(s) of the Company	Ms. Alpana Parida Shah has no inter-se relationship with any Director(s) of the Company
<b>Terms and conditions of appointment / re-appointment</b>	Terms & Condition are as per the Resolution No. 4 of the Notice read with explanatory Statement thereto.	Terms and conditions are as per the resolution at Item No. 5 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. Anil Wadhwa are given in Corporate Governance Report	Sitting Fees and Commission paid to Ms. Alpana Parida Shah are given in Corporate Governance Report
<b>Date of First Appointment on the board</b>	May 23, 2018	February 14, 2014
<b>No. of Board Meeting attended during the year</b>	5 (Five)	3 (Three)

<b>Name of Director</b>	<b>Mr. Anil Wadhwa</b>	<b>Ms. Alpana Parida</b>
<b>Directorship held in other entities including listing entities</b>	<ol style="list-style-type: none"> <li>1. AGI Greenpac Limited</li> <li>2. Galfar Engineering &amp; Contracting(India) Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Nestle India Limited</li> <li>2. FSN E-Commerce Ventures Limited</li> <li>3. Nykaa Fashion Private Limited</li> <li>4. Jivagro Limited</li> <li>5. Tiivra Ventures Private Limited</li> <li>6. Nexus Select Mall Management Private Limited</li> <li>7. FSN Brands Marketing Private Limited</li> <li>8. Hindware Limited</li> <li>9. Nykaa Foundation</li> </ol>
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	<ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee- Chairman</li> <li>2. Audit Committee- Member</li> </ol>	<ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee - Chairman</li> <li>2. Corporate Social Responsibility Committee - Member</li> <li>3. Risk Management Committee - Member</li> </ol>
<b>Membership/ Chairmanship of committees of other entities(includes only Audit Committee and Stakeholders Relationship committee)</b>	<ol style="list-style-type: none"> <li>1. AGI Greenpac Limited <ol style="list-style-type: none"> <li>a) Audit committee-Member</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>1. Nestle India Ltd <ol style="list-style-type: none"> <li>a) Audit Committee- Member</li> <li>b) Stakeholders Relationship Committee-Member</li> </ol> </li> <li>2. FSN E-Commerce Ventures Ltd. <ol style="list-style-type: none"> <li>a) Stakeholders Relationship Committee- Chairman</li> <li>b) Audit Committee-Member</li> </ol> </li> </ol>
<b>Name of Listed entities from which the Director has resigned in the past three years</b>	<ol style="list-style-type: none"> <li>1. Jindal Steel &amp; Power Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. S H Kelkar and Company Limited</li> <li>2. Prime Securities Limited</li> <li>3. GRP Limited</li> </ol>
<b>Number of shares held in the Company</b>	200 Equity Shares	NIL



<b>Name of Director</b>	<b>Mr. Ashok Jaipuria</b>	<b>Mr. Pratip Chaudhuri</b>
<b>Date of Birth and Age</b>	September 11, 1953 Age -69 Years	September 12, 1953 Age-69 Years
<b>Qualifications</b>	Degree holder in Associate of Arts in Business Administration and Diploma holder in Marketing Sciences	B.Sc. (Hons), MBA, CAIIB
<b>Experience, Nature of Expertise and Skills and Capabilities</b>	More than 40 years of Experience in General Management Functions	More than 40 years of experience in Banking, National & International Financing
<b>Brief Resume</b>	<p>An entrepreneur with over forty years of experience in the corporate world. Mr. Ashok Jaipuria is the Founder Chairman and Managing Director of Cosmo First Limited. He is an Independent Director on the Board of Hindware Home Innovation Limited. He has been a member of the Board of Governors (BoG) of the Indian Institute of Technology (IIT), Indore, an Executive Committee member of the Federation of Indian Chamber of Commerce and Industry (FICCI), a member of the BoG of IIT Patna and the Institute of Liver and Biliary Sciences. He holds a degree in Associate of Arts in Business Administration and Diploma in Marketing Science.</p> <p>He has been bestowed with an 'Outstanding Achievement Award' in the year 2013 at the 2<sup>nd</sup> Speciality Films &amp; Flexible Packaging Conference, by Chemicals &amp; Petrochemicals Manufacturers Association (CPMA), Mumbai. He has been also awarded with "Best Under a Billion, Forbes Global -200 Best Small Companies for 2003" by the Forbes Magazine and conferred with an 'Udyog Ratna Award' by the Government of Himachal Pradesh.</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>
<b>Disclosure of inter-se relationship</b>	Mr. Ashok Jaipuria has no inter-se relationship with any Director(s) of the Company	Mr. Pratip Chaudhuri has no inter-se relationship with any Director(s) of the Company
<b>Terms and conditions of appointment / re-appointment</b>	Terms & Condition as per the Resolution No. 6 of the Notice read with explanatory Statement thereto.	Appointment as a Non-Executive Director subject to retirement by rotation
<b>Details of Remuneration paid/sought to be paid</b>	Remuneration paid to Mr. Ashok Jaipuria is given in Corporate Governance Report.	Sitting Fees and Commission paid to Mr. Pratip Chaudhuri are given in Corporate Governance Report
<b>Date of First Appointment on the board</b>	October 10, 1976	November 10, 2014
<b>No. of Board Meeting attended during the year</b>	6 (Six)	5 (Five)
<b>Directorship held in other entities including listing entities</b>	<ul style="list-style-type: none"> <li>Hindware Home Innovation Limited</li> <li>Hindware Limited</li> </ul>	<ul style="list-style-type: none"> <li>CESC LTD</li> <li>Firstsource Solutions Limited</li> <li>Spencer's Retail Limited</li> </ul>

Name of Director	Mr. Ashok Jaipuria	Mr. Pratip Chaudhuri
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	1. Risk Management Committee- Chairman 2. HR, Nomination and Remuneration Committee - Member 3. Corporate Social Responsibility Committee- Member 4. Treasury and Banking Operations Committee- Chairman	1. Audit Committee- Member 2. Stakeholders Relationship Committee - Member 3. Treasury and Banking Operations Committee- Member
<b>Membership/ Chairmanship of committees of other entities (includes only Audit Committee and Stakeholders Relationship committee)</b>	NIL	1. CESC Limited a) Audit Committee -Member b) Stakeholders Relationship Committee- Member 2. Spencer's Retail Limited a) Audit Committee - Member
<b>Name of Listed entities from which the Director has resigned in the past three years</b>	<ul style="list-style-type: none"> <li>• AGI Greenpac Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Visa Steel Limited</li> <li>• Muthoot Finance Limited</li> <li>• Qness Corp Limited</li> </ul>
<b>Number of shares held in the Company</b>	443254 Equity Shares	NIL

#### **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS 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 Members of the Company in the 41<sup>st</sup> Annual General Meeting had appointed Mr. Anil Wadhwa as Independent Director of the Company for a period of five consecutive years effective from May 23, 2018.

The Board of Directors of the Company on the recommendation of HR, Nomination and Remuneration Committee in its meeting held on May 11, 2023 subject to approval of members has recommended reappointment of Mr. Anil Wadhwa as Independent Director of the Company for second consecutive term of 5 years effective from May 23, 2023 not being liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Mr. Anil Wadhwa for the office of Independent Director of the Company.

Mr. Anil Wadhwa is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Anil Wadhwa that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations.

In the opinion of the Board, Mr. Anil Wadhwa fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Anil Wadhwa is Independent of Management.

Brief resume of Mr. Wadhwa, 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 Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

In the opinion of the Board of Directors, Mr. Wadhwa's contribution had been commendable enabling the Board in better appreciation of the changing national and international macro environment and the potential impact thereof on the Company's businesses. Mr. Wadhwa continued presence on the Board would be advantageous.

Copy of the draft letter for appointment of Mr. Anil Wadhwa 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.cosmofirst.com](http://www.cosmofirst.com) Except Mr. Anil Wadhwa, 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. 4 of the accompanying Notice of the AGM. Mr. Anil Wadhwa is not related to any Director of the Company.

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

#### ITEM NO.5

The Members of the Company in the 42<sup>nd</sup> Annual General Meeting had appointed Ms. Alpana Parida as Independent Director of the Company for a period of five consecutive years effective from May 14, 2019.

The Board of Directors of the Company, on the recommendation of HR, Nomination and Remuneration Committee in its meeting held on May 29, 2023 subject to approval of members has recommended reappointment of Ms. Alpana Parida as Independent Director of the Company for second consecutive term of 5 years effective from May 15, 2024 not being liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Ms. Alpana Parida for the office of Independent Director of the Company.

Ms. Alpana Parida is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Ms. Alpana Parida that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations.

In the opinion of the Board, Ms. Alpana Parida fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Alpana Parida is Independent of Management.

Brief resume of Ms. Parida, nature of her expertise in specific areas and names of companies in which she holds directorships and memberships /chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations and SS-2 Secretarial Standards on General Meetings, are provided in the Annexure forming part of this notice.

In the opinion of the Board of Directors, Ms. Alpana Parida's contribution as a member of the Board had been remarkable, enabling the Company to improve its branding and marketing strategies and e-commerce initiatives in the petcare business. Ms. Parida continued presence on the Board would be advantageous.

Copy of the draft letter for appointment of Ms. Alpana Parida 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.cosmofirst.com](http://www.cosmofirst.com) Except Ms. Alpana Parida, 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. 5 of the accompanying Notice of the AGM. Ms. Alpana Parida is not related to any Director of the Company.

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

#### ITEM NO.6

The term of Mr. Ashok Jaipuria as Managing Director, shall expire on April 01, 2024. The HR, Nomination and Remuneration Committee in their meeting held on May 29, 2023 observed that Mr. Ashok Jaipuria had been the pioneer of BOPP industry in India and an acknowledged leader in the industry for over the decades. He had deep knowledge and understanding of the dynamics of the film business in India and across the world. His entrepreneurial vision, business acumen and leadership were important for the continued growth of the film business and also for nurturing, growing, and stabilizing the new businesses including specialty chemicals, sun control films, petcare etc. The Committee recommended that Mr. Jaipuria be reappointed as Managing Director for a further period of 5 years though he would be above the age of 70 years at the start of his new term.

Considering the recommendation of the HR, Nomination and Remuneration Committee, the Board in their meeting held on May 29, 2023 approved the reappointment of Mr. Ashok Jaipuria as Managing Director for further period of 5 years effective from April 02, 2024 on the following terms & conditions subject to the approval of the shareholders by way of special resolution.

#### Salary:

₹ 62.50 lacs per month (same as existing). The Board of Directors shall, in its absolute discretion and from time to time revise the salary payable to the Managing Director.

#### Perquisites:

Perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases) like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; maintenance of accommodation including

furniture, fixtures and furnishings, reimbursement of expenses/or allowances for utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, premium on personal accident policy, leave travel concession for self and his family including dependents; club fees (maximum of four clubs including admission and membership fees), medical insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, leave with full pay and allowance and the right to accumulate in accordance with the rules of the Company, provident fund, superannuation fund, gratuity, and other retirement benefits. The Board of Directors in its absolute discretion may vary the perquisites payable to the Managing Director.

#### **Commission:**

As may be determined by the Board of Directors in its absolute discretion within the limits under section 197(1) of the Act or any modification or reenactment or substitution thereof from time to time read with approvals, if any by the shareholders in terms of the said section.

The above remuneration is within the overall limit specified under Section I of Part II of Schedule V of the Act or any statutory modification(s) or re-enactment or substitution thereof from time to time and may exceed the individual/overall limits specified under section 197 and Schedule V of the Act.

In the event of absence or inadequacy of net profit in any financial year, the remuneration as above will be paid as minimum remuneration in compliance with the provisions of Section II of Part II of Schedule V of the Act or any modification or re-enactment or substitution thereof from time to time.

Mr. Ashok Jaipuria satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of section 196 of the Act for being eligible for his re-appointment save and except as mentioned herein before. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of reappointment of Mr. Ashok Jaipuria under section 190 of the Act.

Brief resume of Mr. Ashok Jaipuria, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Listing Regulations and SS-2 Secretarial Standards on General Meeting, are

provided in the Annexure forming part of this notice.

The terms and conditions of reappointment of Mr. Ashok Jaipuria shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Ashok Jaipuria is interested in the resolution set out respectively at Item No. 6 of the Notice, which pertains to his re-appointment and remuneration payable to him.

The relatives of Mr. Ashok Jaipuria may be deemed to be interested in the resolution 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 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. 6 of the Notice for approval by the shareholders

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

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 the Act.

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 2024-25.

Mr. Ashok Jaipuria and Mr. Anil Kumar Jain are interested in the resolutions set out at Item No. 7 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. 7 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. 7 of Notice for approval by the shareholders.

**The statement as required under Section II, Part II of the Schedule V of the Act with reference to item no. 7 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	Standalone	
	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Net Sales</b>	<b>2742</b>	<b>2824</b>
Other Income	58	46
<b>Profit before Interest, Depreciation and Tax</b>	<b>396</b>	<b>526</b>
Finance Cost	52	38
Depreciation	69	58
<b>Profit before Tax</b>	<b>275</b>	<b>430</b>
Provision for Taxation		
- Current Tax	48	75
- Deferred Tax	19	42
- Tax adjusted for earlier years	(6)	-
<b>Profit After Tax</b>	<b>214</b>	<b>313</b>

### 5) Foreign Investment or Collaborations : NIL

## II. Information about the Appointees -

(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 2 <sup>nd</sup> Speciality Films & Flexible Packaging Conference by CPMA, Mumbai.	-

(4)	Job Profile and his suitability	<p>Mr. Ashok Jaipuria is an entrepreneur with over forty years of experience in the corporate world. He is the Founder Chairman and Managing Director of Cosmo First Limited (Formerly Cosmo Films Ltd). He has been a member of the Board of Governors (BoG) of the Indian Institute of Technology (IIT), Indore. He is an Independent Director on the Board of Hindware Home Innovation Ltd.</p> <p>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.</p>	<p>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 &amp; Co and National Mineral Development Corporation in the past. Currently, he is the Director of Corporate Affairs of Cosmo First Ltd (Formerly Cosmo Films Ltd).</p> <p>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</p>
(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 FY 2022-23, Company is in profits. This approval is being taken by way of an enabling resolution.
(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

(1)	<p>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> <ul style="list-style-type: none"> <li>(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;</li> <li>(ii) Details of fixed components and performance linked incentives along with the performance criteria</li> <li>(iii) Service contracts, notice period severance fees;</li> <li>(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;</li> </ul>	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.
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## ITEM NO.8

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 the Act.

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 2024-25.

Mr. H.N. Sinor, Mr. Pratip Chaudhuri, Mr. H.K. Agrawal, Mr. Anil Wadhwa, Ms. Alpana Parida Mr Rakesh Nangia and Mr. Arjun Singh are interested in the resolution set out at Item No. 8 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. 8 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. 8 of Notice for approval by the shareholders.

### **The statement as required under Section II, Part II of the Schedule V of the Act.**

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 of the Act, the Members may refer to the details provided above in the explanatory statement to item no 8.

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

## 1. Background Details

Mr. H. K. Agrawal Independent Director	Mr. H. K. 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.  He is a Mechanical Engineer from University of Jodhpur and has obtained his MBA from Indian Institute of Management, Ahmedabad.
Ms. Alpana Parida Independent Director	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 the 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.  She graduated from IIM-Ahmedabad in 1985 and has a degree in Economics from St. Stephens, Delhi University.
Mr. Pratip Chaudhuri Non-Independent Director	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. H. N. Sinor Independent Director	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.  Mr. Sinor holds/has held 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.

Mr. Anil Wadhwa Independent Director	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
Mr. Rakesh Kumar Nangia Independent Director	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.
Mr. Arjun Singh Independent Director	Mr. Arjun Singh has held the position of the Managing Director for Asia and the head of Envestnet   Yodlee's growing operations in India. With more than 25 years of experience of running and growing businesses, he has held senior roles at Aon Hewitt in Asia, WNS, ABN AMRO Bank in Amsterdam, GE Capital Information Services, and ANZ Grindlays Bank in Delhi and Melbourne. Under his leadership, the Envestnet   Yodlee India operation has grown to over fourteen hundred employees, with continually expanding international sales.He has done MBA from IIM Calcutta and a Bachelor's degree in chemical engineering from IIT, Bombay. He is passionate about education and is a trustee at the Om Foundation School for underprivileged children, and was a Board member of the Welham Girls School. He is also on the Advisory Board of SHRM in India.

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 the Act.

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 paid to Nangia & Co, LLP and Nangia Anderson Consulting Pvt. Ltd. an enterprise over which Mr. Rakesh Nangia has significant influence.

#### ITEM NO.9

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, 2024 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	1.90 Lacs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

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 at Item No. 9 of the accompanying Notice of the AGM.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

New Delhi  
May 29, 2023

By order of the Board of Directors  
**Cosmo First Limited**  
*(Formerly Cosmo Films Limited)*

**Head Office:**

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

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

CIN:-L92114DL1976PLC008355

E-mail:- [investor.relations@cosmofirst.com](mailto:investor.relations@cosmofirst.com)

## **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@cosmofirst.com](mailto:investor.relations@cosmofirst.com) from July 31, 2023 (IST 09:00 A.M.) to August 02, 2023 (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@cosmofirst.com](mailto:investor.relations@cosmofirst.com). These queries will be replied to by the company suitably by email.

## **II. PROCESS AND MANNER FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDINGS 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 CDSL	<ol style="list-style-type: none"> <li>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/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/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>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>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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 NSDL	<ol style="list-style-type: none"> <li>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.nsdl.com">https://eservices.nsdl.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>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 one-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in 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 &amp; voting during the meeting.</p>

*Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above mentioned 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 CDSL	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 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	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.: 022-4886 7000 and 022-2499 7000

**III. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES AND MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- For physical shareholders - Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card), mobile number by email to RTA of the Company at [rta@alankit.com](mailto:rta@alankit.com).
- For demat shareholders - Shareholders shall update their email addresses and mobile numbers in respect of electronic holdings with their concerned Depository Participants by following due procedure as advised by them.

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

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

- If you are a first time user follow the steps given below

	For Shareholders holding shares in Demat Form other than Individual and Physical Form
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>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 First 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**

a. 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.

b. 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).

c. 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.

d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

e. 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.

f. 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@cosmofirst.com](mailto:investor.relations@cosmofirst.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.

## V. 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 1800 22 55 33**

**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 1800 22 55 33**