

COSMO FILMS LIMITED

Regd. Off: 1008, DLF Tower-A, Jasola District Centre, New Delhi-110025
CIN- L92114DL1976PLC008355
Tel: +91 11 49494949 Fax: +91 11 49494950
e-mail: investor.relations@cosmofilms.com, Website: www.cosmofilms.com

NOTICE

Notice is hereby given that the Thirty-Eighth Annual General Meeting of the members of Cosmo Films Limited will be held at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi-110054 on Thursday, August 06, 2015 at 2.00 P.M to transact the following business:

ORDINARY BUSINESS

- 1 .To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2015, and the Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Anil Kumar Jain (DIN: 00027911) who retires by rotation and being eligible offers himself for reappointment.
4. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification or amendments or re-enactments thereof for the time being in force), M/s Walker Chandiok & Co LLP., Chartered Accountants (Firm Registration No. 001076N), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (subject to ratification of their appointment by Members at every Annual General Meeting to be held after this meeting) till the conclusion of the forty third (43rd) Annual General Meeting of the Company to be held in the calendar year 2020, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors”

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

SPECIAL BUSINESS

5. To appoint Mr. Pratip Chaudhuri (DIN: 00915201) 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 **Ordinary 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 Clause 49 of the Listing Agreement, Mr. Pratip Chaudhuri (DIN: 00915201), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to November 09, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”

6. To appoint Mr. Hoshang Noshirwan Sinor (DIN: 00074905) 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 **Ordinary 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 Clause 49 of the Listing Agreement, Mr. Hoshang Noshirwan Sinor (DIN: 00074905), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to May 21, 2020 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”
7. To appoint/confirm Mr. Rajeev Gupta (DIN: 00241501) 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 **Ordinary 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 Clause 49 of the Listing Agreement, Mr. Rajeev Gupta (DIN: 00241501) who was acting in the capacity of Non Independent Non Executive Director of the Company and subsequently classified/appointed as an Independent Director within the meaning of Section 149 of Companies Act, 2013 by the Board of Directors of the Company at their meeting held on 22nd May, 2015, to hold office upto a term of five consecutive year from 22nd May, 2015 and in respect of whom the Company has also received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby confirmed/appointed as an Independent Director of the Company to hold office for a period up to May 21, 2020 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013.”
8. To approve the remuneration of Cost Auditors for the Financial Year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **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 5255) appointed as the Cost Auditors of the Company by the Board for audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2016, 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 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
July 7, 2015

Head Office:
1008, DLF Tower-A
Jasola District Centre,
New Delhi- 110025
CIN:- L92114DL1976PLC008355
e-mail:- investor.relations@cosmofilms.com

By order of the Board of Directors
Cosmo Films Limited

Jyoti Dixit
Company Secretary
Membership No. F6229

NOTES:

1. **NO SNACK BOXES/GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
2. As a measure of economy, copies of the Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copies at the Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
4. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
6. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
7. **Voting through electronic means**
 - (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide its member the facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
 - (b) That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - (c) That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 01, 2015 to Thursday, August 06, 2015 (Both days inclusive).
10. The register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members.
11. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

13. The Members holding shares in physical form are also requested to notify any change in their addresses immediately to the Company's Share Registrar and Transfer Agents **M/s. Alankit Assignments Limited, 2E/21, Alankit House, Jhandewalan Extension, New Delhi - 110 055.**
14. Members / Proxy holders are requested to produce at the entrance of the Auditorium the enclosed admission slip duly completed and signed.
15. In order to provide protection against fraudulent encashment of the warrants, shareholders holding shares in physical form are requested to intimate the company under the signature of the Sole/First Joint holder, the following information to be incorporated on the Dividend Warrants:
- i) Name of the Sole/First Joint Holder and the folio number
 - ii) Particulars of Bank Account, viz
 - Name of the Bank
 - Name of the Branch
 - Complete address of the bank with Pin Code Number
 - Account type, whether savings (SB) or Current Account (CA)
 - Account number allotted by the bank
16. Shareholder holding shares in electronic form may kindly note that their Bank account details as furnished by the depositories to the company will be used for payment by ECS or printed on their Dividend Warrants as per the applicable regulations. The company will not entertain any direct request from such shareholders for deletion of/ change in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. **Shareholders who wish to change such bank account details are therefore requested to advise their Depository Participants about such changes, with complete detail of bank account.**
17. Electronic Clearing Service (ECS) Facility
- With respect to the payment of dividend, the company provides the facility to all of its shareholders, holding shares in electronic form and shareholders who have opted for ECS and are holding shares in physical forms.
18. Pursuant to provisions of Section 205A of the Companies Act, 1956 (which are still applicable as the relevant sections under Companies Act, 2013 are yet to be notified), all unpaid or unclaimed dividends upto the year ended 31st March, 2007 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.
19. Pursuant to provisions of Section 205A(5) of the Companies Act, 1956, dividend for the Financial Year ended March 31, 2007 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to Investor Education and Protection Fund established by the Central Govt.

Information in respect of such unclaimed dividend when due for transfer to the fund is given below:

Financial Year	Type of dividend	Date of declaration	Due for transfer
2007-08	Final Dividend	24/07/2008	30/08/2015
2008-09	Final Dividend	25/08/2009	01/10/2016
2009-10	Final Dividend	09/09/2010	16/10/2017
2010 -11	Final Dividend	13/07/2011	19/08/2018
2011- 12	Final Dividend	30/07/2012	05/09/2019
2012-13	Final Dividend	25/09/2013	30/10/2020
2013-14	Final Dividend	25/09/2014	30/10/2021

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

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

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

Annexure to the Notice

PURSUANT TO THE PROVISIONS OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, ON CORPORATE GOVERNANCE, THE INFORMATION REQUIRED TO BE GIVEN, IN CASE OF THE APPOINTMENT / REAPPOINTMENT OF A DIRECTOR IS AS FOLLOWS:

Directors name	Date of Birth	Qualifications	Nature of Expertise	Date of Appointment / Reappointment	Name of Other Companies in which He / She holds Directorships	Name of the committees of Companies in which he holds memberships/ Chairmanships	Shareholding in the company
Mr. Anil Kumar Jain	March 18, 1951	B.Com (H), A. I.C.W.A.CISA	Finance & Accounts	May 24, 2011	1) Cosmo Ferrites Limited 2) Usha International Limited	Cosmo Films Limited 1) Stakeholders Relationship Committee – Member Cosmo Ferrites Limited 1) Audit Committee – Member Usha International Limited 1) Audit Sub Committee – Chairman	20
Mr. Pratip Chaudhuri	September 12, 1953	B.Sc.(Hons), MBA, CAIIB	Banking, National & International Financing	November 10, 2014	1) Visa Steel Limited 2) Alchemist Asset Reconstruction Co. Limited 3) CESC Limited 4) Sundram Asset Management Company Limited 5) IFFCO Kisan Sanchar Limited 6) Jindal Ploy Investment And Finance Company Limited	Cosmo Films Limited 1) Audit Committee – Chairman Visa Steel Limited 1) Audit Committee - Chairman	NIL
Mr. H.N. Sinor	December 05, 1944	B.Com, LLB	Finance & Banking	May 22, 2015	1)3i Infotech Limited 2) Themis Medicare Limited 3) Tata Investment Corporation Limited 4)Tata Motors Finance Limited 5)ICICI Venture Funds Management Company Limited 6) CRISIL Limited 7)Tata Capital Markets Limited	ICICI Venture Funds Management Company Limited. 1) Audit Committee-Member CRISIL Limited 1) Audit Committee-Member Themis Medicare 1) Audit Committee-Member Tata Motors Finance Limited 1)Audit Committee-Chairman Tata Investment Corporation Limited 1) Audit Committee-Chairman Cosmo Films Limited 1) Stakeholders Relationship Committee- Member	NIL

Directors name	Date of Birth	Qualifications	Nature of Expertise	Date of Appointment / Reappointment	Name of Other Companies in which He / She holds Directorships	Name of the committees of Companies in which he holds memberships/ Chairmanships	Shareholding in the company
Mr. Rajeev Gupta	March 19, 1958	B.E. and M.B.A	Corporate Financing	May 22, 2015	1) Dalmia Cement (Bharat) Limited 2) EIH Limited 3) TVS Capital Funds Limited 4) United Spirits Limited 5) Vardhman Special Steels Limited 6) VIP Industries Limited	Cosmo Films Limited 1) Audit Committee-Member 2) Stakeholders Relationship Committee-Member United Spirits Limited 1) Audit Committee-Member Vardhman Special Steel Limited 1) Audit Committee-Member	10100

Note: Directorship includes Directorship of other Public Companies (whether listed or not) and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company.

Important Communication to Members

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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 5 & 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor as an Additional Director of the Company with effect from November 10, 2014 and May 22, 2015 respectively.

In terms of the provisions of Section 161(1) of the Act, Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor for the office of Director of the Company.

Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to be adopted to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor fulfills the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor are Independent of Management.

The resolution seeks the approval of members for the appointment of Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor as an Independent Director of the Company for a period up to November 09, 2019 and May 21, 2020 respectively pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder. They will not be liable to retire by rotation.

Brief resume of Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor, 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 Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Annexure forming part of this notice.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor be appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor 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.cosmofilms.com

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Save and except Mr. Pratip Chaudhuri and Mr. Hoshang Noshirwan Sinor, none of the other 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.5 & 6 respectively of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 & 6 of the Notice for approval by the shareholders.

ITEM NO. 7

Mr. Rajeev Gupta was appointed as Non-Executive Non-Independent Director, pursuant to Clause 49 of the Listing Agreement entered with the Stock Exchange.

The status of Mr. Rajeev Gupta has changed to Non- Executive Independent Director and the Board in its meeting held on May 22, 2015, subject to the approval of the members, approved his appointment as Non-Executive Independent Director to hold office for 5 (five) consecutive years w.e.f. May 22, 2015.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rajeev Gupta for the office of Director of the Company.

Mr. Rajeev Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence to be adopted to appoint an Independent Director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Rajeev Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The resolution seeks the approval of members for the appointment of Mr. Rajeev Gupta as an Independent Director of the Company for a period up to May 21, 2020 pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Rajeev Gupta fulfills the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Rajeev Gupta is Independent of Management.

Brief resume of Mr. Rajeev Gupta, 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 Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Annexure forming part of this notice.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the service of Mr. Rajeev Gupta as an Independent Director. Copy of the draft letter for appointment of Mr. Rajeev Gupta 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.cosmofilms.com

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Save and except Mr. Rajeev Gupta, none of the other 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. 7 respectively of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM NO. 8

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, 2016 as per the following detail. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the shareholders of the Company.

Name of the Cost Auditor	Industry	Audit fees (₹ in lakhs)
Jayant B. Galande	Organic & Inorganic Chemicals	2 Lacs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above.

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

New Delhi
July 7, 2015

Head Office:
1008, DLF Tower-A
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By order of the Board of Directors
Cosmo Films Limited

Jyoti Dixit
Company Secretary
Membership No. F6229

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

- (i) The remote e-voting facility begins on Monday, 3rd August, 2015 from 10:00 a.m. (IST) and ends on Wednesday, 5th August, 2015 at 05:00 p.m. During the e-voting period, shareholders' of the Company holding shares either in physical form or dematerialized form, as on the cut off date i.e. July 31, 2015, may cast their vote electronically. The remote e-voting facility shall be disabled by CDSL for voting thereafter
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now enter your User ID:-
 - (a) For CDSL : 16 digits beneficiary ID
 - (b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - (c) Members holding shares in physical form should enter Folio Number registered with the Company
- (vi) Next enter the image verification code / captcha code as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below. (Applicable for the Members holding shares in demat form and in physical form)
- (ix) Now, fill up the following details in the appropriate boxes:

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

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xiii) Click on the relevant EVSN of “**Cosmo Films Limited**” on which you choose to vote.
- (xiv) On the voting page, you will see “**Resolution Description**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xv) Click on the “**Resolutions File Link**” if you wish to view the entire Resolutions.
- (xvi) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take print out of the voting done by you by clicking on “**Click here to print**” option on the Voting Page.
- (xix) If Demat account holder has forgotten the changed password then enter the User ID and image verification code/ captcha code and click on **Forgot Password** & enter the details as prompted by the system.
- (xx) **Note for Institutional Shareholders :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. July 31, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xxii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut-off date of July 31, 2015
- (xxiii) The Board of Directors of the Company at their meeting held on 7th July, 2015 has appointed Mr. Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No. 85128) as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner whose e-mail is bkshroffdelhi@yahoo.com
- (xxiv) The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.cosmofilms.com and on the website of CDSL and simultaneously communicated to the Stock Exchanges.
- (xxv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com



ATTENDANCE SLIP



COSMO FILMS LIMITED

Regd. Off: 1008, DLF Tower-A, Jasola District Centre, New Delhi-110025
CIN- L92114DL1976PLC008355
Tel: +91 11 49494949 Fax: +91 11 49494950
e-mail: investor.relations@cosmofilms.com, Website: www.cosmofilms.com

[Empty rectangular box for stamp or signature]

I certify that I am a member / proxy / authorised representative for the member of the Company.
I/We hereby record my/our presence at the 38th Annual General Meeting of the Company being held on Thursday, August 6, 2015 at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi-110054 at 02:00 P.M. or any adjournment thereof.
Further, please register / update my / our under mentioned E-mail ID for sending all future Company's correspondence:
E-mail ID:.....

SIGNATURE OF THE SHAREHOLDER(S)

SIGNATURE OF PROXY / AUTHORISED REPRESENTATIVE

Notes :

- Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.
- Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

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

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

Name of the member(s):	
Registered Address:	
Email ID:	Folio No. / DP ID/Client ID

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

-r/o.....having email id.....,signature.....or failing him
-r/o.....having email id.....,signature.....or failing him
-r/o.....having email id.....,signature.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Thursday, August 6, 2015 at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi-110054 at 02:00 pm or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	For	Against
1.	Consider and adopt the audited Profit & Loss Account for the year ended March 31, 2015, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon		
2.	Declaration of Dividend on Equity Shares		
3.	Re-appointment of Mr. Anil Kumar Jain who retires by rotation		
4.	Appointment of the Auditors and fixing their remuneration		
5.	Appointment of Mr. Pratip Chaudhuri as an Independent Director		
6.	Appointment of Mr. Hoshang Noshirwan Sinor as an Independent Director		
7.	Approval for Change in the Status of Mr. Rajeev Gupta to Independent Director		
8.	Approval of the remuneration of Cost Auditors		

Signed this _____ day of _____ 2015

Signature of Shareholder(s) _____ Signature of Proxy holder(s) _____



Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 38th Annual General Meeting.

