



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 OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, the resolution appended below for approval for amendment of Cosmo Films Employee Stock Option Plan 2015 is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting")

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the approval for amendment of Cosmo Films Employee Stock Option Plan 2015 and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on December 29, 2020, appointed Mr. Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No: 85128), as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "Instruction relating to e-voting" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. Shareholders are requested to cast their vote through

the e-voting process not later than 17:00 Hours IST on Wednesday, February 10, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Saturday, February 13, 2021 and communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), Central Depository Services (India) Limited ("CDSL") and will also be displayed on the Company's website www.cosmofilms.com.

RESOLUTION NO. 1 - APPROVAL FOR AMENDMENT OF COSMO FILMS EMPLOYEE STOCK OPTION PLAN 2015

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:-

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to such other approvals, permissions and sanctions as may be necessary from appropriate authorities, if required, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee, including the HR, Nomination and Remuneration Committee which the Board has

constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the members of the Company be and is hereby accorded to amend the Cosmo Films Employee Stock Option Plan 2015 (hereinafter referred to as the "CF ESOP 2015" or "Plan") as described in the Statement pursuant to section 102 and 110 of the Companies Act, 2013 attached to the notice subject that the total number of shares allotted or to be allotted (including secondary acquisition of the shares) shall not exceed the limit approved by the shareholders vide special resolution dated January 11, 2016.

RESOLVED FURTHER THAT the above amendments shall also apply to the employees of the Subsidiary Company(ies).

RESOLVED FURTHER THAT simultaneously with the amendments of CF ESOP 2015 Plan, the name of the Plan shall be changed to Cosmo Films Share Based Employee Benefits Scheme, 2021 ("CF SBEB Scheme 2021").

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.."

By order of the Board of Directors
New Delhi **Cosmo Films Limited**
December 29, 2020

Head Office: **Jyoti Dixit**
1008, DLF Tower-A **Company Secretary**
Jasola District Centre, **Membership No. F6229**
New Delhi- 110025
CIN:-L92114DL1976PLC008355
e-mail:- investor.relations@cosmofilms.com

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the Special Business is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, January 1, 2021.

3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.cosmofilms.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
4. 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 e-mail addresses may temporarily get their e-mail 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 e-mail id. In case of any query, a member may send an e-mail to Alankit at 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.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. The e-voting period begins on Tuesday, January 12, 2021 from 10:00 a.m. (IST) and ends on Wednesday, February 10, 2021 at 05:00 p.m. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, January 1, 2021 will be considered for the purpose of e-voting.
6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions

for e-voting are provided as part of this Postal Ballot Notice.

7. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Instruction relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Wednesday, February 10, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postalballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Saturday, February 13, 2021 and will also be displayed on the website of the Company at www.cosmofilms.com, besides being communicated to the Stock Exchanges and Depository.
9. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, February 10, 2021 i.e., the last date specified for receipt of votes through the e-voting process.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

RESOLUTION NO. 1 - APPROVAL FOR AMENDMENT OF COSMO FILMS EMPLOYEE STOCK OPTION PLAN 2015

Cosmo Films ESOP Plan 2015 was approved by the shareholders up to a limit of 15 lacs equity shares of the Company. The Company had so far granted ESOPs equivalent to 7.30 lacs equity shares (net of options lapsed).

In view of emerging competitive scenario, attracting, motivating and retaining the best talent and enforcing employee's continuing obligations post cessation of the employment with the Company have become critical more than ever before. It is felt that the ESOP plan as presently structured is not adequate to meet the current needs of the Company.

It is therefore proposed to amend the existing plan so as to provide the enabling powers as below to the Board/

HR, Nomination and Remuneration Committee (NRC):

- Issue the Restricted Stock Units, Stock Appreciation Rights and/or other stock based instruments as may be permitted under SEBI (SBEB) Regulations, 2014 at an exercise price to be fixed by the Board/NRC in line with the SEBI Guidelines as prevailing from time to time within the limit of total number of shares (including secondary acquisition) as approved by the shareholders vide special resolution dated January 11, 2016 passed through postal ballot.
- Prescribe such restrictive conditions as the Board/NRC may decide in line with the objectives of the scheme. Such conditions may inter alia include performance linked conditions for vesting and claw back of the accrued benefit in case of breach of the continuing obligations by the employee post cessation of the employment with the Company.

The above amendments shall also apply to the employees of the Subsidiary Company(ies).

After the proposed amendments, the Plan shall be renamed as Cosmo Films Shares Based Employee Benefit Scheme, 2021 in line with the expanded lists of benefits.

The Board recommends the consent of the shareholders by passing a Special Resolution pursuant to the applicable provisions of the Companies Act, 2013 including any rules made thereunder, and in terms of the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014

None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in these resolutions except to the extent of options offered/ may be offered to them under CF ESOP 2015.

**By order of the Board of Directors
Cosmo Films Limited**

**New Delhi
December 29, 2020**

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

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

INSTRUCTIONS FOR E-VOTING:

- i) The e-voting period begins on Tuesday, January 12, 2021 from 10:00 a.m. (IST) and ends on Wednesday, February 10, 2021 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. Friday, 1st January, 2021, may cast their vote electronically. The e-voting facility shall be disabled by CDSL for voting thereafter.
- ii) Log on to the e-voting website www.evotingindia.com
- iii) Click on Shareholders.
- iv) 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

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- v) Next enter the image verification code as displayed and Click on Login.
- vi) 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.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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"> • Shareholders who have not updated their PAN with the Company/Depository

	Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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"> • 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 (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) 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.
- x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xi) Click on the relevant EVSN of "**Cosmo Films Limited**" on which you choose to vote.
- xii) 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.
- xiii) Click on the "**Resolutions File Link**" if you wish to view the entire Resolutions.
- xiv) 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.
- xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take print out of the voting done by you by clicking on “**Click here to print**” option on the Voting Page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and image verification code and click on **Forgot Password &** enter the details as prompted by the system.
- xviii) **Note for Non – Individual Shareholders and Custodians**
- 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 linked in the login 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.
- ix) 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. January 01, 2021 may follow the same instructions as mentioned above for e-Voting.
- xx) 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 January 01, 2021.
- xxi) The Board of Directors of the Company at their meeting held on December 29, 2020 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
- xxii) 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 e-Voting and simultaneously communicated to the Stock Exchanges.
- xxiii) 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).