COSMO FILMS
Engineered to Enhance

CFL/SEC/SE/PS/2018-19/AGM/01
July 6, 2018

The Manager (Listing) Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 **Scrip Code: 508814**	The Manager (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex Mumbai-400 051 **Security ID: "COSMOFILMS"**

Sub: Annual General Meeting and Book Closure

Dear Sir,

In compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please note that the 41st Annual General Meeting of the Company is scheduled to be held on Friday, August 03, 2018 to transact the Business as stated in the Notice of the Meeting dated May 23, 2018 (attached herewith) which shall be posted to the Shareholders within the Statutory time frame prescribed.

Further the Register of Members and Share Transfer Books will remain closed from Saturday, July 28, 2018 to Friday, August 03, 2018 (Both days inclusive) for the purpose of Annual General Meeting.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing Remote E-Voting facility to all the Shareholders on the cut off date i.e. July 27, 2018 and the Remote E-Voting period begins on Tuesday, July 31, 2018 at 10:00 A.M. and ends on Thursday, August 02, 2018 at 05:00 P.M., during which the Shareholders may cast their vote electronically.

The Dividend for the Financial Year 2017-2018 (If approved by the Shareholders in ensuing A.G.M.) shall be paid/dispatched to the Shareholders on or before September 02, 2018.

You are requested to take the same on your records taking the same as adequate Compliance of relevant Regulation of SEBI (LODR) Regulations, 2015.

Thanking you

Yours faithfully,
For **Cosmo Films Limited**

Jyoti Dixit
Company Secretary & Compliance Officer

Encl: Notice of AGM

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 Forty First (41st) Annual General Meeting of the members of Cosmo Films Limited will be held at Indian Corporate Centre (ICC), J2B1 Extension, Mohan Cooperative, Mathura Road, New Delhi 110044 on Friday, 3rd August, 2018 at 11.30 A.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, 2018, 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 Ms. Alpana Parida (DIN: 06796621) who retires by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESS

4. To 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 **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), Mr. Anil Wadhwa (DIN: 08074310), 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 22, 2023 and shall not be liable to retire by rotation hereinafter in accordance with the provision of Companies Act, 2013."

5. To approve creation of Charge, Mortgage under Companies Act, 2013 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 of all the resolutions passed by shareholders in this regard and pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or working capital facilities and/or Securities issued/ to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 upto an amount not exceeding Rs. 3000 crores (Rupees Three Thousand Crores only), together with interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of

Directors or any Executive Director or Directors or any other officer of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolution."

6. To approve the borrowing limits of the Company 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 of all the resolution passed by the shareholders in this regard, the consent of the Company be and is hereby accorded under the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company, authorizing the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), to borrow from time to time as it may think fit, by way of loans from, or issue of bonds, debentures or other securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 3000 crores (Rupees Three Thousand Crores).

RESOLVED FURTHER THAT the above outstanding borrowing limit of the Company of Rs.3000 Crores is with respect to borrowings outstanding at any given date and not with respect to sanctioned limits from the banks/financial institutions which may exceed the limit of Rs. 3,000 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **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, 2019, 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 23, 2018

By order of the Board of Directors
Cosmo Films Limited

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

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.The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking re-appointment as Director under Item No. 3 and 4 of the Notice, are also annexed as Annexure 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 Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 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 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, 28 July, 2018 to Friday, 03 August, 2018 (Both days inclusive).

10. The record date for the purpose of payment of dividend shall be July 27, 2018. 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 July 27, 2018. 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 July 27, 2018.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under

Section 170 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection by the members.

12. 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.

13. 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.

14. 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, 1E/13, Alankit House, Jhandewalan Extension, New Delhi - 110 055.**

15. Members / Proxy holders are requested to produce at the entrance of the Auditorium the enclosed admission slip duly completed and signed.

16. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

17. All unpaid or unclaimed dividends upto the year ended 31st March, 2010 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.

18. 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 126349 equity shares of Rs. 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 2011 are requested to claim the same by 19th August, 2018. 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 has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded at the "Investors Relations Section" on the website of the Company viz. www.cosmofilms.com.

19. Dividend for the financial year ended March 31, 2011 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
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
2014-15	Final Dividend	06/08/2015	12/09/2022
2015-16	Interim Dividend	14/03/2016	20/04/2023
2016-17	Final Dividend	04/08/2017	10/09/2024

    Shareholders who have not encashed the dividend warrant(s) are requested to seek issue of duplicate dividend warrants by writing to the Company. The details of the unpaid / unclaimed amounts lying with the Company as on 04th August, 2017 (date of last Annual General Meeting) are available on the website of the Company http://www.cosmofilms.com/unclaimed-dividends and on Ministry of Corporate Affairs' website.

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. Pursuant to 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are 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.

25. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.

26. The route map of the location for the venue of Annual General Meeting is attached herewith.

ANNEXURE TO THE NOTICE
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

Name of Director	Ms. Alpana Parida Shah
Date of Birth	January 22, 1963
Date of appointment/reappointment	February 14, 2014
Qualifications	Degree holder in Business Administration from IIM Ahemdabad, Degree in Economics from St. Stephens, Delhi Univeristy
Nature of Expertise	Branding & Marketing
Disclosure of inter-se relationship	Ms. Alpana Parida has no inter-se relationship with any Director(s) of the Company
Directorship held in other Listed Entities	a) S H Kelkar and Company Limited b) Prime Securities Limited c) GRP Limited
Membership/Chairmanship of Committees of the Board (includes only Audit Committee and Stakeholders Relationship committee)	1. Cosmo Films Limited a) Stakeholders Relationship Committee- Member 2. S H Kelkar and Company Limited a) Stakeholders Relationship Committee- Member 3. Prime Securities Limited a) Audit Committee – Member b) Stakeholders Relationship Committee –Member 4. GRP Limited a) Audit Committee - Member
Number of shares held in the Company	Nil

Name of Director	Mr. Anil Wadhwa
Date of Birth	May 26, 1957
Date of appointment/reappointment	May 23, 2018
Qualifications	Master Degree in History with specialization in Chinese history and Medieval Indian history and architecture.
Nature of Expertise	Foreign Services
Disclosure of inter-se relationship	Mr. Anil Wadhwa has no inter-se relationship with any Director(s) of the Company.
Directorship held in other Listed Entities	NIL
Membership/Chairmanship of Committees of the Board (includes only Audit Committee and Stakeholders Relationship committee)	Cosmo Films Limited a) Stakeholders Relationship Committee- Member
Number of shares held in the Company	Nil

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. 4

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. Anil Wadhwa as an Additional Director of the Company with effect from May 23, 2018.

In terms of the provisions of Section 161(1) of the Act, Mr. Anil Wadhwa would hold office up to the date of the ensuing Annual General Meeting.

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

Mr. Anil Wadhwa 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 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. Anil Wadhwa that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In the opinion of the Board, Mr. Anil Wadhwa fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Anil Wadhwa is Independent of Management.

The resolution seeks the approval of members for the appointment of Mr. Anil Wadhwa as an Independent Director of the Company for a period up to May 22, 2023 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.

Brief resume of Mr. Anil 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure forming part of this notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Anil Wadhwa be appointed as an Independent Director. 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.cosmofilms.com

This Statement may also be regarded as a disclosure with the Stock Exchanges. Save and except Mr. Anil Wadhwa, 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.4 of the Notice.

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

ITEM NO. 5 and 6

Members of the Company had approved creation of Charge, Mortgage on the assets of the Company and had approved the borrowing limits of the Company by passing a Special Resolutions at Annual General Meeting held on September 25, 2014

Further to address various growth opportunities & expansion plans of the Company the borrowing limits of the Company are required to be increased from Rs.1500 crores up to an amount not exceeding Rs.3000 crores.

The Board accordingly recommends increase in the borrowing limits from Rs.1500 crores to Rs.3000 crores as set out in Item no. 6 of the accompanying notice for the approval of shareholders by way of Special Resolution.

Creation of Charge, Mortgage on the assets of the Company and increase in the borrowing limits of the Company are to be approved by shareholders by passing Special Resolution under Section 180 (1) (a) and 180 (1) (c) of Companies Act 2013.

The Board commends the Special Resolution set out at Item no.5 and Item no. 6 of the notice for the approval by the Shareholders.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 and 6

ITEM NO. 7

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, 2019 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	2 Lacs

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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. 7 of the Notice for approval by the shareholders.

New Delhi
May 23, 2018

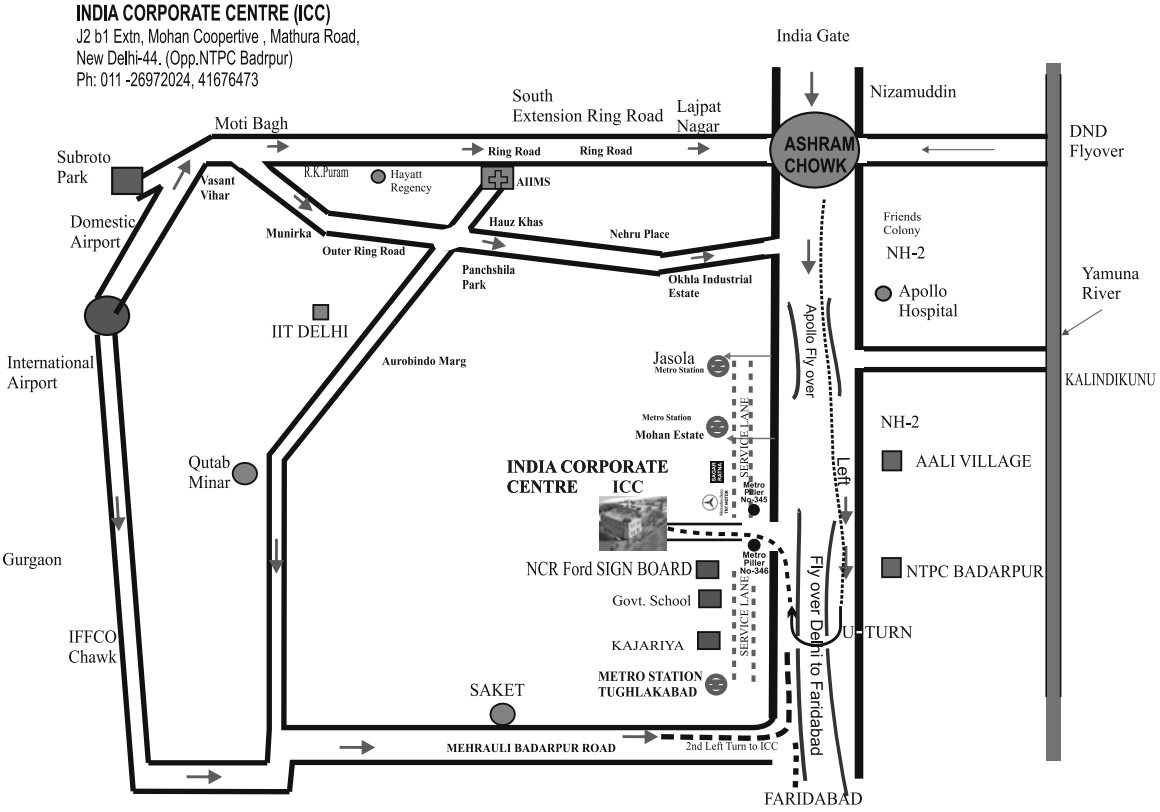
By order of the Board of Directors
Cosmo Films Limited

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

Route Map to the AGM Venue

Venue : Indian Corporate Centre, J2B1 Ext., Mohan Cooperative, Mathura Road, New Delhi 110044



Distance from Mohan Estate Metro Station: 1.5 KM via NH19/NH44
Distance from All India Institute of Ayurveda: 1.2 KM via NH19/NH44

COSMO FILMS LTD.

(CIN L92114DL1976PLC008355)

1008, DLF TOWER-A, JASOLA DISTRICT CENTRE, NEW DELHI - 110025

PROXY FORM [FORM No. MGT-11]

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

Name of the Members :

Registered Address :

E-mail Id : Folio No/ *Client Id: *DP id :

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

1).....of.....having e-mail id.....or failing him

2).....of.....having e-mail id.....or failing him

3).....of.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the **41st Annual General Meeting** of the Company, to be held on Friday, 03 August, 2018 at 11:30 A.M. at Indian Corporate Centre (ICC), J2B1 Extension, Mohan Cooperative, Mathura Road, New Delhi 110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	Description	For	Against
1.	Consider and adopt the audited Profit & Loss Account for the year ended March 31, 2018, 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 of the Company.		
3.	Re-appointment of Ms. Alpana Parida who retires by rotation.		
4.	Appointment of Mr. Anil Wadhwa as an Independent Director.		
5.	To approve creation of Charge, Mortgage under Companies Act, 2013		
6.	To approve the Borrowing Limits of the Company		
7.	Appointment and approval of the remuneration payable to Cost Auditors for the Financial Year 2018-19.		

* Applicable for investors holding shares in electronic form.

Signed this.....day of.....2018 Signature of shareholder.....

Affix Revenue Stamp

....

Signature of first proxy holder Signature of Second proxy holder Signature of third proxy holder

Notes:

(1) 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.

(2) 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.

(3) Please complete all details including details of member(s) in above box before submission.

(4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 41st Annual General Meeting.

COSMO FILMS LTD

(CIN L92114DL1976PLC008355)

1008, DLF TOWER-A, JASOLA DISTRICT CENTRE, NEW DELHI- 110025

ATTENDANCE SLIP

41st Annual General Meeting – _____

SERIAL NO. :

NAME AND ADDRESS OF THE SHAREHOLDER :

DP id* : Folio No. :

Client id* : No. of Shares :

E-voting Sequance No. : User ID :

I certify that I am a member/proxy/authorised representative for the member of the Company

I hereby record my presence at the **41st Annual General Meeting** of the Company held on Friday, 03 August, 2018 at 11:30 A.M at Indian Corporate Centre(ICC), J2B1 Extension, Mohan Cooperative, Mathura Road, New Delhi 110044.

_____

Signature of Shareholder/ Proxy

Notes:

1) Please fill in this attendance slip and hand it over at the entrance of meeting hall.

2) Member's Signature should be in accordance with the specimen signature registered with the company.

3) Please bring your copy of the annual Report for reference at the meeting.

* Applicable for investor(s) holding shares in electronic form.

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

(i) The remote e-voting facility begins on Tuesday, 31st July, 2018 from 10.00 A.M. (IST) and ends on Thursday, 2nd August, 2018 at 05:00 P.M. (IST). 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. 27th July, 2018 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/Members

(v) Now enter your User ID:-s

(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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	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. • 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 login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xxi) **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.

(xxii) 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. 27th July, 2018 may follow the same instructions as mentioned above for e-Voting.

(xxiii) 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 27th July, 2018.

(xxiv) The Board of Directors of the Company at their meeting held on 23rd May, 2018 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**

(xxv) 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.

(xxvi) 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.