

**CFL/SEC/SE/VV/2014-15/08**

**September 27, 2014**

**The Manager (Listing)**

National Stock Exchange of India Ltd.  
Exchange Plaza,  
Plot no/1, G Block,  
Bandra –Kurla Complex,  
Mumbai -400 051

**Sub: Cosmo Films Limited- Consolidated Report of E-Voting & Poll**

Dear Sir,

Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014) please find enclosed herewith consolidated report as provided by the scrutinizer with respect to E-Voting and Voting conducted through ballot (physical) at the Annual General Meeting of the Company.

This is for your information & records.

Thanking you

**Cosmo Films Limited**



for Jyoti dixit  
**Company Secretary**

Encl: As Stated

# B. K. SHROFF & CO.

Chartered Accountants

3/7-B, Asaf Ali Road,

1st Floor, Flat No. 4,

New Delhi - 110002.

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## Consolidated Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman Thirty Seventh Annual General Meeting of the Equity Shareholders of COSMO FILMS LTD. , held on 25th day of September, 2014 at 4.00 p.m." at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi - 110 054

Dear Sir,

I, SANJIV AGGARWAL, Practicing Chartered Accountant as Partner of M/s. B. K. SHROFF & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi - 110 002 have been appointed as Scrutinizer of COSMO FILMS Limited ("the Company") for the purpose of poll taken on the below mentioned resolution (s) at the Thirty Seventh Annual General Meeting of the Equity Shareholders of COSMO FILMS Limited, held on 25th Day of September, 2014 at 4.00 p.m. at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi - 110 054 I submit our consolidated report of E-Voting and Voting through ballot (Physical) as under:

The Consolidated result are as under:

### 1. Ordinary Resolution to Consider and Adopt audited Profit & Loss Account for the year ended March 31, 2014, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon

#### (i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| 62                                                                   | 8492201                      | 43.68%                                |

#### (ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

#### (iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



## 2 Ordinary Resolution for Declaration of Dividend on Equity Shares

(i) Voted in favour of the resolution:

| Number of members voting<br>(in person or by proxy or<br>through E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|----------------------------------------------------------------------------|------------------------------------|---------------------------------------------|
| 62                                                                         | 8492201                            | 43.68%                                      |

(ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast<br>by them | % of total number of<br>valid votes cast |
|----------------------------------------------------------------------------|---------------------------------|------------------------------------------|
| NIL                                                                        | NIL                             | NIL                                      |

(iii) Invalid Votes

| Total number of members (in person or by<br>proxy) whose votes were declared invalid | Total number of votes cast by them |
|--------------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                    | 2                                  |

## 3 Ordinary Resolution for Re-appointment of Mr. Rajeev Gupta who retires by rotation

(i) Voted in favour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast<br>by them | % of total number<br>of valid votes cast |
|----------------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 62                                                                         | 8492201                         | 43.68%                                   |

(ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast<br>by them | % of total number<br>of valid votes cast |
|----------------------------------------------------------------------------|---------------------------------|------------------------------------------|
| NIL                                                                        | NIL                             | NIL                                      |

(iii) Invalid Votes

| Total number of members (in person or<br>by proxy) whose votes were declared<br>invalid | Total number of votes cast by<br>them |
|-----------------------------------------------------------------------------------------|---------------------------------------|
| 1                                                                                       | 2                                     |



**4. Ordinary Resolution for Appointment of M/s. Walkar Chandlok & Co. LLP. Chartered Accountants, as Independent Auditors and fixing their remuneration**

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |

**5. Ordinary resolution for Appointment of Mr. Har Kishanlal Agarwal as an Independent Director**

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



**6. Ordinary Resolution for Appointment of Mr. Suresh Rajpal as an Independent Director**

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 61                                                                   | 8492200                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                    | 1                            | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |

**7. Ordinary Resolution for Appointment of Ms. R. Vasudevan as an Independent Director**

(i) Voted in favour of the resolution:

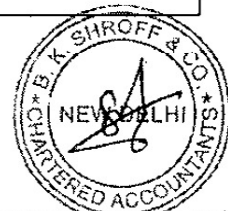
| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 61                                                                   | 8492200                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                    | 1                            | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



**8. Ordinary Resolution for Appointment of Ms. Rama Kant Dwivedi as Independent Director**

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 61                                                                   | 8492200                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                    | 1                            | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |

**9. Ordinary Resolution for Appointment of Mr. Ashish Guha as Independent Director**

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 61                                                                   | 8492200                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                    | 1                            | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



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## 10. Ordinary Resolution for Appointment of Ms. Alpana Parida as Director

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |

## 11. Ordinary Resolution for Reappointment Mr. Ashok Jaipuria as Managing Director

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

(iii) Invalid Vote

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



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## 12. Ordinary Resolution for Reappointment Mr. Anil Kumar Jain as a Whole-time Director

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |

## 13. Special Resolution for Approval of remuneration of Mr. Anil Kumar Jain for the period from April 01, 2013 to March 31, 2014

(i) Voted in favour of the resolution:

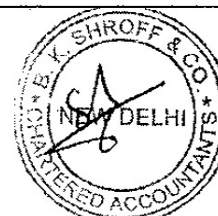
| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 61                                                                   | 8492200                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                    | 1                            | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



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## 14. Special Resolution for Approval of Payment of Managerial Remuneration in case of no profit or inadequate profit.

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 60                                                                   | 8492100                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| 2                                                                    | 101                          | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |

## 15. Special Resolution for Creation of Charge, Mortgage etc

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



**16. Special Resolution for Approval of Borrowing Limits**

(i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |

**17. Ordinary Resolution for Approval of the remuneration of the Cost Auditors**

(i) Voted in favour of the resolution:

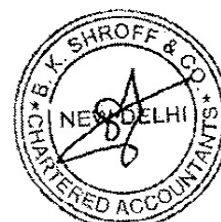
| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

(ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



**18. Special Resolution for Adoption of new Articles of Association of the Company**

## (i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 62                                                                   | 8492201                         | 43.68%                                |

## (ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                                  | NIL                          | NIL                                   |

## (iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |

**19. Ordinary Resolution for Approval of Limits of Contribution by the Company to any bonafide and Charitable funds etc.**

## (i) Voted in favour of the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast in by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|---------------------------------|---------------------------------------|
| 61                                                                   | 8492200                         | 43.68%                                |

## (ii) Voted against the resolution:

| Number of members voting (in person or by proxy or through E-Voting) | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                    | 1                            | NIL                                   |

## (iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| 1                                                                                 | 2                                  |



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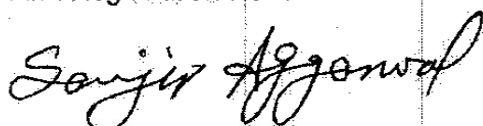
E-mail : bkshroffdelhi@yahoo.com  
bkshroffdelhi@rediff.com

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours Faithfully

For B. K. SHROFF & CO. & CO.,  
Chartered Accountants  
Firm Registration No: 302166E



SANJIV AGGARWAL  
Partner  
Membership No: 85128

Place : New Delhi

Dated : 25/9/2014

