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COSMO FILMS LIMITED



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NOTICE

Notice is hereby given that the Thirty- First 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, the 24th day of July, 2008 at 1:45 P.M. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet of the company as at 31st March, 2008 and the Profit & Loss Account for the year ended on that date together with the reports 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. H.K. Agrawal, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Vimal Bhandari, who retires by rotation and being eligible offers himself for reappointment.
5. To appoint auditors and to fix their remuneration.

Special Business :

Item No. 6

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. H.L Paranjpe, who was appointed as Director under section 262 of the Companies Act, 1956 in the casual vacancy caused by the resignation of Mr. B.V Bhargava and who holds office only upto the conclusion of this Annual General Meeting and in respect of whom due notice in writing along with requisite fees under Section 257 of the Companies Act, 1956 has been received by the Company from a member proposing the candidature of Mr. H.L Paranjpe for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Registered Office:
30, Community Centre,
Saket, New Delhi 110 017
Place: New Delhi
Date : 23rd April, 2008

By order of the Board
For Cosmo Films Limited

Y. Goyal
Company Secretary

NOTES:

1. The relative explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. Shareholders are requested to bring their copy of Annual Report to 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 ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY 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. 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.
5. The Register of Members and share Transfer Books of the Company will remain closed from Friday, the 18th day of July, 2008 to Thursday the 24th day of July, 2008 (Both days inclusive).
6. 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.
7. Members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting.
8. 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.
9. Members / Proxy holders are requested to produce at the entrance of the Auditorium the enclosed admission slip duly completed and signed.
10. 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

11. 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

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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.**

12. 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. This facility is available to shareholders residing in following cities :

Ahmedabad, Banglore, Bhubneshwar, Chandigarh, Chennai, Delhi, Guwahati, Hyderabad, Jaipur, Kanpur, Kolkatta, Mumbai, Nagpur, Patna and Trivandrum.

Shareholders holding shares in physical form who wish to avail ECS facility, may authorize the Company with their ECS Mandate in the prescribed form, which is enclosed herewith or can be downloaded from the company's website (www.cosmofilms.com) under the section Investor Service or can be obtained from the Registrar and Share Transfer Agents, M/s Alankit Assignment Limited . Requests for payment of dividend through ECS for the year 2007-08 should be lodged with M/s Alankit Assignments Limited on or before 17th day of July, 2008.

13. Pursuant to provisions of Section 205 A of the Companies Act, 1956, all unpaid or unclaimed dividends upto the year ended 31st March, 2000 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.

14. Pursuant to provisions of Section 205 A(5) of the Companies Act, 1956, dividend for the financial year ended March, 31, 2000 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
2000-01	Final dividend	17/09/2001	24/10/2008
2001-02	Final dividend	16/08/2002	22/09/2009
2002-03	Final dividend	29/08/2003	05/10/2010
2003-04	Final dividend	30/07/2004	05/09/2011
2004-05	Final Dividend	27/09/2005	03/11/2012
2005-06	Final Dividend	30/08/2006	06/10/2013
2006-07	Final Dividend	31/07/2007	06/09/2014

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.

15. 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.

16. 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.

17. Consequent upon the introduction of Section 109A of the Companies Act, 1956, 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 2B (which will be made available on request) to the Registrar and Transfer Agents, M/s Alankit Assignments Limited. The said Form 2B can also be downloaded from the Company's web site www.cosmofilms.com .

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item N0. 6

Mr. H.L.Paranjpe was appointed as Director on October 14, 2005, in the casual vacancy caused by the resignation of Mr. B.V. Bhargava who holds office upto the date of this Annual General meeting.

A notice in terms of Section 257(1) of the Companies Act, 1956 has been received from a member signifying his intention to propose the candidature of Mr. H.L.Paranjpe for office of a director of the Company.

Mr. H. L. Paranjpe is a Polymer Technologist and has immense exposure in the relevant field . He would thus be a valuable addition to the board of directors of the Company . The resolution is therefore recommended for approval of members,

Pursuant to the requirements of the listing agreement with the Stock Exchanges, on Corporate Governance the information required to be given in case of appointment of new director or re-appointment of a director, is given in Annexure to the Corporate Governance Report forming part of this Annual Report.

Except Mr. H.L. Paranjpe, none of the Directors is concerned or interested in the resolution.

Registered Office:
30, Community Centre,
Saket, New Delhi 110 017
Place : New Delhi
Date: 23rd April, 2007

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Registered Office:
30, Community Centre,
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Place : New Delhi
Date: 23rd April, 2007

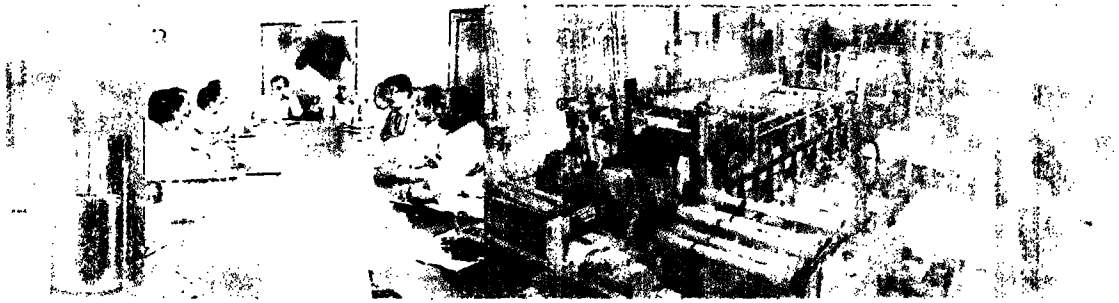
By order of the Board
For Cosmo Films Limited

Y. Goyal
Company Secretary

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WHAT WE HOPE TO ACHIEVE



MISSION AT COSMO

- Cosmo will seek global market leadership.
- Development and growth in Oriented film and Thermal film will be our focus
- We will continue to create a winning culture, operating in the highest standards of ethics and values.
- We will strive for excellence in customer service, quality and R & D.

VISION AT COSMO

To be the most preferred brand for innovative BOPP products in India and the World.

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WHAT DRIVES US

CORE VALUES OF COSMO

CUSTOMER ORIENTATION

Cosmo believes in long term relations with customers. Under all circumstances we put the customer first. We ensure value for money for our customers through better products, services and our interaction.

TRANSPARENCY

Cosmo practices transparency with all stakeholders through structured periodical communication and adhering to best corporate governance practices.

INNOVATION

Cosmo encourages innovation in every facet of its business activity including developing cost effective innovative packaging solutions for our customers. We have created a world-class R & D set up.

COST CONSCIOUS

Cosmo has initiated company wide Six Sigma programmes for cost reduction in a structured manner.

HOUSE-KEEPING

Cosmo adheres to world-class house-keeping standards at all its locations.

FAIR BUSINESS PRACTICES

Cosmo enjoys a reputation of being fair and just to all its stakeholders.

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DIRECTORS' PROFILE

DIRECTORS IN EXECUTIVE CAPACITY:

ASHOK JAIPURIA
Chairman & Managing Director

DIRECTORS IN NON-EXECUTIVE (INDEPENDENT) CAPACITY:

H.K.AGRAWAL
B.E. & MBA (IIM), Management Consultant.

DR.SURINDER KAPUR
Ph.D. in Mechanical Engineering, Managing Director of Sona Koyo Steering Systems Limited.

RAJEEV GUPTA
B.E & MBA, Managing Director, Carlyle India Advisors Pvt Ltd

VIMAL BHANDARI
Chartered Accountant.

HASMUKH SHAH
Industry Management (Polymer).

H.L. PARANJPE
M.Sc (Chemical Engineering), University of Birmingham, U.K.
Polymer Technologist

BADRI AGARWAL
Chartered Accountant.

R. VASUDEVAN
B.A. (Hons) Economics, M.A. (Economics & Statistics), MPA (Development Economics) Harvard University, USA.

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