

COSMO FILMS LIMITED
ANNUAL REPORT 2011-12

COSMO FILMS

Notice

Notice is hereby given that the Thirty-Fifth 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 Monday, July 30, 2012 at 10.45 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, 2012 and the Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Rajeev Gupta who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Badri Agarwal who retires by rotation and being eligible offers himself for reappointment.
5. To appoint a Director in place of Dr. Surinder Kapur who retires by rotation and being eligible offers himself for reappointment.
6. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Walker Chandiok & Co., Chartered Accountants, retiring Auditors, are eligible for reappointment.

For Cosmo Films Limited

New Delhi
May 23, 2012

Neetu Sharma
Company Secretary

NOTES:

1. **NO SNACK BOXES/GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
2. The relative explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
3. 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.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 24, 2012 to Monday, July 30, 2012 (Both days inclusive).
7. 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.
8. 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.
9. 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.
10. Members / Proxy holders are requested to produce at the entrance of the Auditorium the enclosed admission slip duly completed and signed.
11. 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

12. Shareholder holding shares in electronic form may kindly note that their Bank account details as furnished by the depositories to the company will be used for payment by ECS or printed on their Dividend Warrants as per the applicable regulations. The company will not entertain any direct request from such shareholders for deletion of/ change in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. Shareholders who wish to change such bank account details are therefore requested to advise their Depository Participants about such changes, with complete detail of bank account.

13. 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.

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 can be downloaded from the company's website (www.cosmofilms.com) under the section Investor Relations 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 2011-12 should be lodged with M/s Alankit Assignments Limited on or before the 23rd day of July, 2012.

14. Pursuant to provisions of Section 205 A of the Companies Act, 1956, all unpaid or unclaimed dividends upto the year ended 31st March, 2004 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.

15. Pursuant to provisions of Section 205 A(5) of the Companies Act, 1956, dividend for the financial year ended March 31, 2005 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
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
2007-08	Final Dividend	24/07/2008	30/08/2015
2008-09	Final Dividend	25/08/2009	01/10/2016
2009-10	Final Dividend	09/09/2010	16/10/2017
2010-11	Final Dividend	13/07/2011	19/08/2018

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.

16. 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.

17. 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.

18. 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.

19. The details pertaining to the Directors, proposed to be reappointed in terms of Listing agreement is annexed to this notice.

Registered Office:
1008, DLF Tower-A
Jasola District Centre
New Delhi 110 025

By Order of the Board
For Cosmo Films Limited

New Delhi
May 23, 2012

Neetu Sharma
Company Secretary

Annexure to the Notice

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

Director's name	**Mr. Badri Agarwal**	**Mr. Rajeev Gupta**	**Dr. Surinder Kapur**
Date of Birth	July 5, 1949	March, 19,1958	October 10, 1943
Qualifications	Chartered Accountant	B. E. & M.B.A.	Doctorate (Phd.) in Mechanical Engineering
Nature of Expertise	Corporate Finance	Corporate Finance	Mechanical Engineering
Date of Appointment/ Reappointment	April 20, 2006	October 31, 2000	February 19, 2002
Name of The other Companies in which he holds Directorship	Anginit Finance and Investment Pvt. Ltd.	1. Vardhman Special Steel Ltd. 2. Dalmia Cement Bharat Ltd. 3. BP ERGO Ltd.	1. Sona Koyo Steering Systems Ltd. 2. Sona Okegawa Precision Forgings Ltd. 3. Sona Somic Lemforder Components Ltd. 4. JTEKT Sona Automotive India Ltd. 5. Sona Fuji Kiko Automotive Ltd. 6. Koyo Sona Electronics Ltd. 7. Mahindra Sona Limited. 8. Asahi India Glass Limited. 9. Akme Projects Limited.
Name of the committees of Companies in which he holds memberships/ Chairmanships*	Cosmo Films Limited :- • Audit Committee - Member	1. Cosmo Films Ltd :- • Audit Committee - Member 2. BP ERGO Ltd:- • Audit Committee - Chairman	1. Sona Koyo Steering Systems Ltd.:- • Shareholders / Investors Grievance Committee 2. Sona Somic Lemforder Components Ltd.:- • Audit Commmittee - Member 3. Sona Okegawa Precision Forgings Ltd:- • Audit Committee - Chairman 4. Asahi India Glass Ltd. :- • Audit Committee - Chairman
Shareholding in the company	Nil	10,100	Nil

Note:

*Only Audit & Share Transfer & Investors Grievance Committees have been considered.

Green Initiative in Corporate Governance - Save Paper, Go Green

Dear Shareholder(s),

The Ministry of Corporate Affairs has through its Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 allowed paperless compliances by Companies through electronic mode. Companies are now allowed to send the various notices/documents through electronic mode to the shareholders whose e-mail addresses are registered and available in the Company's records.

Ministry of Corporate Affairs has introduced this green initiative in order to reduce the consumption of paper and hence contributing towards the green environment. It will also help in speedy communication of the documents and evade loss in postal transit.

In order to welcome this green initiative, we wish to send all the statutory documents like Balance Sheet, Profit & Loss Account, Directors Report, Auditors Report, Audited financial statements, Notices of General Meetings etc. to the shareholder's e-mail addresses which are available with the Company.

In order to contribute towards this initiative, the members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address alongwith details of name, address, Folio No., shares held:

i) To the registrar and share transfer agent, for shares held in physical form and;

M/s Alankit Assignment (Registrar & Transfer Agent)
2E/21, Jhandewalan Extension
New Delhi- 110055

ii) In respect of shares held in demat form, since the Company seeks all the information of their members from the Depository so those who want to register their e mail-ids can directly provide the same to the respective Depository Participants where their demat accounts are maintained.

In case any Members insist for physical copies of above documents, the same shall be sent to him physically, by post free of cost. The members whose e-mail addresses are not available with the Company shall be sent the statutory documents through other modes as specified under Section 53 of the Companies Act, 1956.

The Company's website displays full text of these documents well in advance prior to mandatory period and issues advertisement in prominent newspapers in both vernacular and English stating that the copies of aforesaid documents are available on the website and for inspection at the Registered Office of the Company during office hours.

The members are requested to please move a step towards this ultimate initiative of the Ministry and co-operate with the Company in the implementation of the same.

WHAT WE HOPE TO

ACHIEVE

Vision

To become the most preferred brand for packaging and laminating solutions globally.

Mission

- Cosmo will seek global market leadership.
- Development & growth in Oriented and Thermal film.
- 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.

WHAT DRIVES US

CORE VALUES OF COSMO

Customer Orientation

We always remember that Customers have choices, and we will do whatever it takes to develop long term relations with them. Our customers always come first, and we strive to exceed their expectations from the point of quality and service.

People

Our people are our most important asset. We treat all equally and with respect.

Innovation

We encourage innovation in every facet of our business activity and are not afraid of taking manageable risks. We take pride in developing cost effective innovative packaging and laminating solutions for our customers.

Fair Business Practices

We act fairly and ethically with all the stakeholders. We promote transparency, and adhere to best corporate governance practices.

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CORPORATE
INFORMATION

REGISTERED OFFICE:

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Tel.: +91 11 49494949
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Website : www.cosmofilms.com

PLANTS:

AURANGABAD
Plant I
J-4, MIDC Industrial Area,
Chikalthana, Aurangabad 431 210
Tel.: +91 240 2485894

Plant II
B-14/8-9, MIDC Industrial Area, Waluj,
Aurangabad 431 136
Tel.: +91 240 2554811/12/13/14
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Plant III
B-21, MIDC Industrial Area, Aurangabad 431 136
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VADODARA
Vemardi Road, Village Navi Jithardi, Near Inox,
Off.: N H Road, Taluka, Kerjan Distt. Vadodara 391 240
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PANCHMAHALS
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STATE OFFICES:

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EUROPE

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