COSMO FILMS LIMITED

Regd. Off: 1008, DLF Tower-A, Jasola District Centre, New Delhi-110025
CIN- L92114DL1976PLC008355
Tel: +91 11 494949 Fax: +91 11 494950
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NOTICE

Notice is hereby given that the Thirty–Seventh 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, September 25, 2014 at 4.00 P.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, 2014, 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 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. LLP., Chartered Accountants, retiring Auditors, are eligible for reappointment and offers themselves for re-appointment.

SPECIAL BUSINESS

5. To appoint Mr. Har Kishanlal Agrawal (DIN: 00260592) 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 an **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) and Clause 49 of the Listing Agreement, Mr. Har Kishanlal Agrawal (DIN: 00260592), 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 to hold office for 5 (five) consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2019."

6. To appoint Mr. Suresh Rajpal (DIN: 01595407) 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 an **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) and Clause 49 of the Listing Agreement, Mr. Suresh Rajpal (DIN: 01595407), 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 to hold office for 5 (five) consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2019."

7. To appoint Mr. R Vasudevan (DIN: 00025334) 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 an **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) and Clause 49 of the Listing Agreement, Mr. R Vasudevan (DIN: 00025334), 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 to hold office for 5 (five) consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2019."

8. To appoint Mr. Rama Kant Dwivedi (DIN: 06922891) 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) and Clause 49 of the Listing Agreement, Mr. Rama Kant Dwivedi (DIN: 06922891), 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 to hold office for 5 (five) consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2019."

9. To appoint Mr. Ashish Guha (DIN: 00004364) 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) and Clause 49 of the Listing Agreement, Mr. Ashish Guha (DIN: 00004364), 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 to hold office for 5 (five) consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the calendar year 2019."

10. To appoint Ms. Alpana Parida (DIN: 06796621) as a 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, Ms. Alpana Parida (DIN: 06796621), 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 Director of the Company."

11. To reappoint Mr. Ashok Jaipuria (DIN: 00214707) as Managing 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 section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Articles of Association of the Company, the Company hereby accords its approval for the

reappointment of Mr. Ashok Jaipuria (DIN: 00214707) as Managing Director of the Company, for a period of five years commencing from April 2, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors(the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ashok Jaipuria, subject to the same not exceeding the limits specified under Section I of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profit in any financial year, the companies do pay to Mr. Ashok Jaipuria remuneration by way of salary, perquisites and allowances not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To re-appoint Mr. Anil Kumar Jain (DIN: 00027911) as a Whole-time Director designated as Director- Corporate Affairs and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Anil Kumar Jain (DIN: 00027911) as a Whole-time Director, designated as Director- Corporate Affairs of the Company, for a period of 5 (five) years with effect from October 01, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Anil Kumar Jain, subject to the same not exceeding the limits specified under Section I of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profit in any financial year, the companies do pay to Mr. Anil Kumar Jain remuneration by way of salary, perquisites and allowances not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. To approve the remuneration of Mr. Anil Kumar Jain (DIN: 00027911) for the period from April 01, 2013 to March 31, 2014 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 pursuant to the provisions of sections 198 , 269 & 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to the approval of the Central Government and other necessary approvals as may be required, the members hereby ratify, confirm and approve the payment of remuneration to Mr. Anil Kumar Jain, Director- Corporate Affairs (DIN: 00027911), for the period from 1st April, 2013 to 31st March 2014 as set out in the statement annexed to the notice as minimum remuneration in case the Company has no profits or if its profits are inadequate.

RESOLVED FURTHER THAT the Board (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

14. To approve payment of managerial remuneration in case of no profit or inadequate profit 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 the resolution passed earlier by the Shareholders in this regard and pursuant to the provisions section 197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approvals as may be necessary, the Company hereby accords its approval for payment of minimum remuneration to managerial personnel in case of no profit or inadequate profit in any financial year, during the 3 financial years commencing from April 01, 2014 up to an amount as the Board of Directors (the term Board shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) may approve from time to time within the overall limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.

15. 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 the 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, 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. 1500 crores (Rupees one thousand five hundred 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."

16. 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. 1500 crores (Rupees one thousand five hundred 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.

17. To approve the remuneration of Cost Auditors for the Financial Year ending March 31, 2015 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 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, 2015, 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 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."

18. To adopt new Articles of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

19. To approve the limits of contribution by the Company to any bonafide and Charitable funds etc. 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** the consent of the Company be and is hereby accorded under the provisions of section 181 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) 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 make contribution to any bonafide and Charitable Funds etc, provided that the total amount so

contributed by the Board in any financial year shall not at any time exceed the limit of five per cent of its average net profits for the three immediately preceding financial years or Rs. 1 crore (Rupees One Crore), whichever is higher.

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."

New Delhi
12 August, 2014

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.
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. The Company is pleased to provide its members the facility of voting through electronic means. 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 Friday, September 19, 2014 to Thursday, September 25, 2014 (Both days inclusive).
10. 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.

11. 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.

12. 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.**

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

14. 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

15. 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.**

16. 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.

17. Pursuant to provisions of Section 205A of the Companies Act, 1956, all unpaid or unclaimed dividends upto the year ended 31st March, 2006 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt.

18. Pursuant to provisions of Section 205 A(5) of the Companies Act, 1956, dividend for the financial year ended March 31, 2007 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
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
2011- 12	Final Dividend	30/07/2012	05/09/2019
2012-13	Final Dividend	25/09/2013	30/10/2020

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.

19. 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.

20. 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.

21. Consequent upon the introduction of 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. The said Form SH 13 can also be downloaded from the Company's web site www.cosmofilms.com.

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

23. 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.

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:

Directors name	Date of Birth	Qualifications	Nature of Expertise	Date of Appointment / Reappointment	Name of Other Companies in which He / She holds Directorships	Name of the committees of Companies in which he holds memberships/ Chairmanships	Shareholding in the company
Mr. Rajeev Gupta	March 19, 1958	B.E. and M.B.A.	Corporate Finance	July 30, 2012	1) Vardhman Special Steel Limited 2) Dalmia Cement Bharat Limited 3) VIP Industries Limited 4) EIH Limited 5) TVS Capital Funds Limited 6) Arpwood Capital Private Limited	Cosmo Film Limited : 1) Audit Committee - Member	10,100
Mr. Har Kishanlal Agrawal	October 11, 1947	MBA, IIM Ahmedabad	Strategic Management, Organization Structure, Finance and Training	January 13, 2000	NIL	Cosmo Films Limited:- 1) Audit Committee - Member 2) Stakeholders Relationship Committee - Chairman	
Mr. Suresh Rajpal	August 17, 1943	B.E. (Electrical), MBA	Corporate Finance	September 25, 2013	1) Visnova Solutions Pvt. Ltd. 2) Electronic Tender.com (India) Pvt. Ltd. 3) Inde pay Networks (P) Ltd. 4) Gisil Designs (P) Ltd. 5) Virtualsoft Systems Ltd. 6) Navis EXIM Pvt. Ltd. 7)Visnova Interactive Pvt. Ltd. 8)IIT Hyderabad	Cosmo Films Limited:- 1) Audit Committee - Member 2) Stakeholders Relationship Committee - Member	
Mr. R Vasudevan	June 14, 1937	B.A. (Hons) (Economics) University of Madras, M.A. Degree in Economic Statistics, University of Delhi, MPA (Development Economics) Harvard University, USA	Infrastucture, Industry & Finance	September 25, 2013	1) Haldia Petrochemicals Ltd. 2)Hindustan Oil Exploration Co. Ltd. 3)Purearth infrastructure Ltd. 4) Balrampur Chini Mills 5) Transindia Aviation Pvt. Ltd.	Cosmo Films Limited:- 1) Stakeholders Relationship Committee - Member Hindustan Oil Exploration Company Limited:- 1) Audit Committee 2) Stakeholders Relationship Committee	NIL

						Purearth Infrastructure Limited- 1)Audit Committee Balrampur Chini Mills Limited- 1) Audit Committee	
Mr. Rama Kant Dwivedi	January 9, 1942	MBA, PHD in Management	Management & Finance	August 12, 2014	NIL	Cosmo Films Limited- 1)Audit Committee - Chairman	NIL
Mr. Ashish Guha	November 18, 1956	Honours Graduate in Economics Alumnus of London Business School (Management Development Programme)	Management & Finance	August 12, 2014	Ballarpur Industried Limited	Cosmo Films Limited 1) Audit Committee - Member	NIL
Ms. Alpana Parida	January 22, 1963	Degree holder in Business Administration from IIM Ahmedabad, Degree in Economics from St. Stephens, Delhi University	Branding and Marketing	February 14, 2014	NIL	Cosmo Films Limited:- 1) Stakeholders Relationship Committee - Member	NIL
Mr. Ashok Jaipuria	September 11, 1953	Degree holder in Associate of Arts in Business Administration and Diploma holder in Marketing Sciences	General Management Functions	October 10, 1978	1. Cosmo Ferrites Limited 2. HSIL Limited	Cosmo Films Limited:- Nil Cosmo Ferrites Limited:-· 1) Stakeholders Relationship Committee - Member· HSIL Limited:-· 1) Audit Committee - Member	4,70,161
Mr. Anil Kumar Jain	March 18, 1951	B.Com (H), A. I.C.W.A. CISA	Finance & Accounts	May, 24 2011	1) Cosmo Ferrites Limited 2) Usha International Limited 3) Trusted Infosystems Pvt. Limited	Cosmo Films Limited 1) Stakeholders Relationship Committee - Member Cosmo Ferrites Limited 1) Audit Committee - Member Usha International Limited 1) Audit Committee - Chairman	7,000

Note: Only Audit & Stakeholders Relationship Committees have been considered.

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.