

CFL/SEC/2022-23/MAY/ 08

May 12, 2022

The Manager (Listing) Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 508814	The Manager (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex Mumbai-400 051 Security ID: “COSMOFILMS”
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Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

This is to inform you that the Board of Directors at its meeting held on May 09, 2022 approved to conduct the Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking approval of Shareholders of the Company for:

- I. Change of Name of the Company from “Cosmo Films Limited” to “Cosmo First Limited” and consequent alteration in Memorandum and Articles of Association of the Company;
- II. Issue of Bonus Equity Shares;
- III. Increase in the Authorised Share Capital and consequent alteration in Capital Clause of Memorandum of Association of the Company.

In this regard, please find enclosed the Postal Ballot Notice dated May 09, 2022 together with the Explanatory Statement. The copy of the said Postal Ballot Notice is being uploaded on the website of the Company at www.cosmofilms.com.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing E-Voting facility to all the Shareholders on the cut-off date i.e. Friday, May 6, 2022 and the E-Voting period begins on Friday, May 13, 2022 at 09:00 A.M. and ends on Saturday, June 11, 2022 at 5:00 P.M., during which the Shareholders may cast their vote electronically.

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

Thanking You

Yours faithfully

For **Cosmo Films Limited**
Jyoti Dixit**Company Secretary & Compliance Officer**

Encl: a/a



COSMO FILMS LIMITED

Regd. Off: 1008, DLF Tower-A, Jasola District Centre, New Delhi-110025

CIN- L92114DL1976PLC008355

Tel: +91 11 49494949 Fax: +91 11 49494950

E-mail: investor.relations@cosmofilms.com, Website: www.cosmofilms.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended from time to time read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations, the resolution appended below for –

- (i) Change of Name of the Company from "Cosmo Films Limited" to "Cosmo First Limited" and consequent alteration in Memorandum and Articles of Association of the Company;
- (ii) Issue of Bonus Equity Shares;
- (iii) Increase in the Authorised Share Capital and consequent alteration in Capital Clause of Memorandum of Association of the Company.

is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts for the aforesaid approvals and the reasons thereof is annexed hereto for your consideration.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. The remote e-voting process commences from 9:00 a.m (IST) on Friday, May 13, 2022 and ends at 5.00 p.m (IST) on Saturday, June 11, 2022.

Shareholders are requested to read the instructions in the Notes under the section "Instructions relating to e-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 pm IST on Saturday, June 11, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Board of Directors of the Company, at its meeting held on May 09, 2022, appointed Mr. Sanjiv Aggarwal, Practicing Chartered Accountant (FCA No: 85128), as the Scrutinizer for conducting the postal ballot only through remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Tuesday, June 14, 2022 and communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), Central Depository Services (India) Limited ("CDSL") and will also be displayed on the Company's website www.cosmofilms.com.

Resolution no. 1 - Approval for Change of Name of the Company from "Cosmo Films Limited" to "Cosmo First Limited" and Consequent Alteration in Memorandum and Articles of Association of the Company

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:-

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13 and 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the said Act read with the Companies (Incorporation) Rules, 2014 or any other Rules and Regulations framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), (including any statutory modification or re-enactment thereof for the time being in force), the

enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities, consent of the Members be and is hereby accorded for changing the name of the Company from “**Cosmo Films Limited**” to “**Cosmo First Limited**”.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause I thereof by the following new Clause I as under:

(I) The name of the Company is “**COSMO FIRST LIMITED**”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. “Cosmo Films Ltd” be substituted with the new name, i.e. “Cosmo First Ltd” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company and at all other places wherever appearing.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient.”

Resolution No. 2 – Issue of Bonus Equity Shares

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 63 the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the said Act read with Rule 14 of The Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules, if any, and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by the Securities and Exchange Board of India (“SEBI”) and Reserve Bank of

India (“RBI”) from time to time, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (“the Board”) of the Company for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or capital redemption reserve or such other account as may be considered necessary by the Board for the purpose of the issue of bonus equity shares of Rs 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 2 (Two) existing equity shares held by the Members and that the bonus shares so distributed shall, for all purposes, be treated as an increase in the Nominal Amount of Share Capital of the Company held by each such member and not as income of members.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible Members,

including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of SEBI LODR Regulations and other applicable Rules, Regulations and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, including but not limited to making appropriate adjustments to the unexercised stock options (whether vested, un-vested and yet to be granted) under the Employee Stock Option Plan of the Company, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.

Resolution No. 3 – Increase in the Authorised Share Capital and Consequent Alteration in Capital Clause of Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 of the Companies Act, 2013 (“the Act”), and all other applicable provisions, if any, of the said Act read with the Rules and Regulations framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), enabling

provisions of the Memorandum and Articles of Association of the Company and any other applicable laws for the time being in force and subject to the approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore and Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient.”

**By order of the Board of Directors
Cosmo Films Limited**

**New Delhi
May 09, 2022**

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. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the Special Business is annexed hereto.
2. The Postal Ballot Notice is being sent to the

- shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, May 6, 2022.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.cosmofilms.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
 4. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
 - (i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Alankit Assignments Limited by clicking the link: <https://mailupd.alankit.com> and follow the registration process as guided therein. The members are requested to provide details such as DPID, Client ID/Folio NO/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Alankit at rta@alankit.com.
 - (ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant. The Members holding equity shares in the physical form are requested to submit KYC form mentioning the Folio No., Name, Mobile No., email id along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card to Alankit at rta@alankit.com.
 5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 6, 2022 will be considered for the purpose of e-voting.
 6. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended, and Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed companies, the Company is pleased to provide e-voting facility to its Members, to exercise their right to vote on the proposed resolution by electronic means. The Company has engaged the services of CDSL as the Authorised Agency to provide e-voting facilities.
 7. The e-voting period begins on Friday, May 13, 2022 from 9:00 a.m. (IST) and ends on Saturday, June 11, 2022 at 05:00 p.m. (IST). During the e-voting period, shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, May 6, 2022, may cast their vote electronically. The e-voting facility shall be disabled by CDSL for voting thereafter. The instructions for e-voting are provided as part of this Postal Ballot Notice ("Instructions relating to E-voting").
 8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Tuesday, June 14, 2022 and will also be displayed on the website of the Company at www.cosmofilms.com besides being communicated to the Stock Exchanges and Depository.
 9. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Saturday, June 11, 2022 i.e., the last date specified for receipt of votes through the e-voting process.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

Approval for Change of Name of the Company from "Cosmo Films Limited" to "Cosmo First Limited" and Consequent Alteration in Memorandum and Articles of Association of the Company

In the recent years, the Company has diversified into new businesses namely Masterbatches, Textile Chemicals, Adhesives, Coating Chemicals and Petcare. The Company's activities are now not limited to

manufacturing of packaging films only. The Board of Directors has as a part of corporate re-branding proposed to change the name of the Company from Cosmo Films Limited to a more inclusive name- "Cosmo First Limited". This proposed change of name will mark the start of new phase in the growth of the Company.

The Board of Directors of the Company approved the change of name of the Company from "Cosmo Films Limited" to "Cosmo First Limited" by passing Resolution by Circulation dated March 09, 2022. Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon has given its no objection to the availability of the changed name.

The Certificate obtained from M/s. Manish Jain & Associates, Chartered Accountants (Firm registration number 015608N) dated May 9, 2022 in terms of Regulation 45(3) of SEBI LODR Regulations stating compliance of conditions stipulated in Regulation 45(1) is annexed hereto and forms part of this Notice and explanatory statement.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

Accordingly, approval of the Members by a Special Resolution is being sought to change the name of the Company from "Cosmo Films Limited" to "Cosmo First Limited" and consequently to alter the Memorandum and Articles of Association of the Company.

A copy of the proposed draft of Memorandum and Articles with changed name as well as the existing Memorandum and Articles of Association are available for inspection by the members at the registered office of the Company during normal business hours on all working days and is also available on the website of the Company at www.cosmofilms.com.

The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Board recommends the passing of special resolution specified in Resolution No. 1 of the Notice for the approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution.

Item No. 2 & 3

Issue of Bonus Equity Shares and Increase in the

Authorised Share Capital and Consequent Alteration in Capital Clause of Memorandum of Association of the Company

With a view to share the prosperity with the shareholders, expand the retail shareholders base and increasing the liquidity of the equity shares of the Company, the Board of Directors (the 'Board') at their meeting held on May 09, 2022, subject to the approval of the members of the Company has approved and recommended a bonus issue of 1 (One) equity share for every 2 (Two) existing equity share held as on the 'Record Date' to be determined by the Board.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board of Directors will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

Further, the bonus issue of equity shares would, inter alia, require appropriate adjustments with respect to the unexercised stock options (vested or un-vested) under the Cosmo Films Share Based Employee Benefits Scheme, 2021 of the Company, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time such that all the options outstanding as on record date (vested or unvested) shall be proportionately adjusted, if any, as on Record Date

The current Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakh Only) equity shares of Rs. 10/- (Rupees Ten) each.

The issue of bonus equity shares as aforesaid would require increase in the Authorised Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board at its meeting held on May 09, 2022 subject to the approval of the members of the Company has also proposed to increase the Authorised Share Capital to Rs. 60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each.

Accordingly, approval of the Members is being sought to issue bonus equity shares by capitalizing reserves and to consequently alter the Capital clause of the Memorandum of Association of the Company.

The Board recommends the passing of ordinary resolution for issue of bonus equity shares specified in Resolution No. 2 and for altering the capital clause of the Memorandum of Association specified in Resolution No. 3 of the Notice for the approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution

except to the extent of their shareholding and outstanding stock options.

**By order of the Board of Directors
Cosmo Films Limited**

**New Delhi
May 09, 2022**

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**

INSTRUCTIONS RELATING TO E-VOTING:

I. PROCESS AND MANNER FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites

of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com or on https://evoting.cdslindia.com/Evoting/EvotingLogin home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-

	Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use "Forget User ID" and "Forget Password" option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

II. PROCESS AND MANNER FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS

- i) The shareholders should log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders / Members” tab
- iii) Now enter your User ID:-
 - (a) **For CDSL** : 16 digits beneficiary ID
 - (b) **For NSDL** : 8 Character DP ID followed by 8 Digits Client ID
 - (c) Members holding shares in physical form should enter Folio Number registered with the Company
- iv) Next enter the image verification code as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than Individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- x) Click on the relevant EVSN of “**Cosmo Films Limited**” on which you choose to vote.
- xi) On the voting page, you will see **Resolution Description** and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “**Resolutions File Link**” if you wish to view the entire Resolutions.
- xiii) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xiv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take print out of the voting done by you by clicking on “**Click here to print**” option on the Voting Page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and image verification code and click on **Forgot Password** & enter the details as prompted by the system.
- xvii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other

than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are

authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@cosmofilms.com (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

III. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES AND MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- a) For physical shareholders - Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card), mobile number by email to Registrar and Share Transfer Agent of the Company at rta@alankit.com.
- b) For demat shareholders - Shareholders shall update their e-mail addresses and mobile numbers in respect of electronic holdings with their concerned depository participants by following due procedure as advised by them.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.



MANISH JAIN & ASSOCIATES

Chartered Accountants

Plot No.-290, Phase -I, Industrial Area

Panchkula - 134113, Haryana (India)

Email: cadiwanneeraj@gmail.com

Mob. : 09780043314

Certificate of compliance in terms of Regulations 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for change of name of Cosmo Films Limited

TO WHOM IT MAY CONCERN

We, Manish Jain & Associates, Chartered accountants have verified the relevant records and documents of M/s. Cosmo Films Limited ("the Company") for the purpose of ascertaining its compliance with regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") with respect to its change of name from "**Cosmo Films Limited**" to "**Cosmo First Limited**"

In accordance with the information and explanations given to us and based on our examination of the records and documents of the company, we hereby confirm and certify that the company is in compliance with the following conditions as specified in Regulation 45(1) of the Listing Regulation:-

- a) time period of at least one year has elapsed from the last name change - The Company has not changed its name, ever since the date of its incorporation i.e. on October 07, 1976. In view of the same, complying with the condition of a time period of at least one year being elapsed from the last name change does not arise.;
- b) at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name - There is no change in activity of the Company. The change of name is part of corporate re-branding of the Company and not due to any new activity. Therefore the said condition relating to fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name does not arise.
- c) the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity – The Company proposes to change its name as part of corporate re-branding and not due to any new activity. Therefore the said condition relating to the amount invested in the new activity/project being at least fifty percent of the assets of the listed entity does not arise.

Thanking You

For Manish Jain & Associates

Neeraj Diwan
Partner
M. No:514575
FRN No.:015608N
Place: Panchkula
Dated:09.05.2022

UDIN:22514575AIQBIF3568

