

**ANNEXURE- A**

**Proceedings of the 47<sup>th</sup> Annual General Meeting of the Company**

The 47<sup>th</sup> Annual General Meeting ("AGM") of the Members of Cosmo First Limited ("the Company") was held on Friday, 02<sup>nd</sup> August, 2024 at 3.00 p.m. (IST) through Video Conferencing ("VC"). The meeting was held in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and as per the other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary welcomed the Members and informed that this Annual General Meeting was being held through video conferencing. She informed the members that the Company has taken all feasible steps to ensure that shareholders were provided an opportunity to participate in Annual General Meeting and vote. She briefed the members on important points relating to the participation at the Meeting through VC.

Members were informed that the facility for remote e-voting for all the Resolution mentioned in the notice was provided to the Shareholder as on the cut-off date i.e. 26<sup>th</sup> July, 2024. She also informed that e-voting was made available at the AGM to those shareholders who had not already voted by means of remote e-voting.

Mr. Sanjeev Aggarwal, Partner of M/s. B. K. Shroff & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi - 110 002 was acting as scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

Mr. H.N. Sinor, Independent Director, Chairman of HR & Nomination & Remuneration Committee and Stakeholder Relationship Committee, Chaired the Meeting. He welcomed the Members and after ascertaining the quorum, called the meeting to order.

He requested the Directors, auditors and management team members who had joined the meeting through Video Conferencing to introduce themselves.

Thereafter, Chairman made his opening remarks with respect to the growth outlook and the operations of the Company.

The Shareholders approved the following resolutions with requisite majority:

Item No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1	Adoption of the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution
2	Approval for Dividend on the Equity Shares of the Company @ 30 % i.e., Rs. 3/- per equity share each	Ordinary Resolution



3	Approval for Re-appointment of Mr. Anil Kumar Jain, Whole- Time Director (DIN: 00027911) who is liable to retire by rotation.	Ordinary Resolution
<b>Special Business</b>		
4	Reappointment Mr. Anil Kumar Jain (DIN: 00027911) as a Whole-Time Director designated as Director- Corporate Affairs	Special Resolution
5	Approval for remuneration payable to Cost Auditors for the Financial year 2024-25	Ordinary Resolution

The Company Secretary then invited the Members to express their views, ask questions and seek clarifications on the operations as well as the financial performance of the Company. Mr. Anil Kumar Jain, Director-Corporate Affairs responded to the questions asked and clarifications sought by the Members.

Members were briefed that the results of the remote e-voting and voting at the AGM, together with the scrutinizer report, would be disclosed to the Stock Exchanges and would be uploaded on the website of the Company as per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Meeting concluded with a vote of thanks to members



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### General information about company

Scrip code	508814
NSE Symbol	COSMOFIRST
MSEI Symbol	NOTLISTED
ISIN	INE757A01017
Name of the company	COSMO FIRST LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	02-08-2024
Start time of the meeting	03:00 PM
End time of the meeting	03:57 PM

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### Scrutinizer Details

Name of the Scrutinizer	SANJIV AGGARWAL
Firms Name	B.K. SHROFF & CO.
Qualification	CA
Membership Number	85128
Date of Board Meeting in which appointed	15-05-2024
Date of Issuance of Report to the company	02-08-2024

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Voting results	
Record date	26-07-2024
Total number of shareholders on record date	41652
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	6
b) Public	106
<b>No. of resolution passed in the meeting</b>	<b>5</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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## Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		to receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11821616	100.0000	11821616	0	100.0000	0.0000
	Poll	11821616						
	Postal Ballot (if applicable)							
	<b>Total</b>	11821616	11821616	100.0000	11821616	0	100.0000	0.0000
Public- Institutions	E-Voting		739369	69.9566	739369	0	100.0000	0.0000
	Poll	1056897						
	Postal Ballot (if applicable)							
	<b>Total</b>	1056897	739369	69.9566	739369	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1004903	7.5154	1004735	168	99.9833	0.0167
	Poll	13371214						
	Postal Ballot (if applicable)							
	<b>Total</b>	13371214	1004903	7.5154	1004735	168	99.9833	0.0167
<b>Total</b>		26249727	13565888	51.6801	13565720	168	99.9988	0.0012
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To declare Dividend on Equity Shares.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11821616	100.0000	11821616	0	100.0000	0.0000
	Poll	11821616						
	Postal Ballot (if applicable)							
	<b>Total</b>	11821616	11821616	100.0000	11821616	0	100.0000	0.0000
Public- Institutions	E-Voting		753490	71.2927	753490	0	100.0000	0.0000
	Poll	1056897						
	Postal Ballot (if applicable)							
	<b>Total</b>	1056897	753490	71.2927	753490	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1004903	7.5154	1004735	168	99.9833	0.0167
	Poll	13371214						
	Postal Ballot (if applicable)							
	<b>Total</b>	13371214	1004903	7.5154	1004735	168	99.9833	0.0167
<b>Total</b>		26249727	13580009	51.7339	13579841	168	99.9988	0.0012
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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## Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To appoint a Director in place of Mr. Anil Kumar Jain, (DIN: 00027911) who retires by rotation and being eligible, offers himself for re-appointment						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11821616	100.0000	11821616	0	100.0000	0.0000
	Poll	11821616						
	Postal Ballot (if applicable)							
	<b>Total</b>	11821616	11821616	100.0000	11821616	0	100.0000	0.0000
Public- Institutions	E-Voting		753490	71.2927	702732	50758	93.2636	6.7364
	Poll	1056897						
	Postal Ballot (if applicable)							
	<b>Total</b>	1056897	753490	71.2927	702732	50758	93.2636	6.7364
Public- Non Institutions	E-Voting		1004903	7.5154	1004548	355	99.9647	0.0353
	Poll	13371214						
	Postal Ballot (if applicable)							
	<b>Total</b>	13371214	1004903	7.5154	1004548	355	99.9647	0.0353
<b>Total</b>		26249727	13580009	51.7339	13528896	51113	99.6236	0.3764
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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## Resolution (4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To re-appoint Mr. Anil Kumar Jain (DIN: 00027911) as a Whole Time Director designated as Director-Corporate Affairs						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11821616	100.0000	11821616	0	100.0000	0.0000
	Poll	11821616						
	Postal Ballot (if applicable)							
	<b>Total</b>	11821616	11821616	100.0000	11821616	0	100.0000	0.0000
Public- Institutions	E-Voting		753490	71.2927	750794	2696	99.6422	0.3578
	Poll	1056897						
	Postal Ballot (if applicable)							
	<b>Total</b>	1056897	753490	71.2927	750794	2696	99.6422	0.3578
Public- Non Institutions	E-Voting		1004903	7.5154	1004634	269	99.9732	0.0268
	Poll	13371214						
	Postal Ballot (if applicable)							
	<b>Total</b>	13371214	1004903	7.5154	1004634	269	99.9732	0.0268
<b>Total</b>		26249727	13580009	51.7339	13577044	2965	99.9782	0.0218
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve remuneration payable to Cost Auditors for the FY 2024-25				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11821616	100.0000	11821616	0	100.0000	0.0000
	Poll	11821616						
	Postal Ballot (if applicable)							
	<b>Total</b>	11821616	11821616	100.0000	11821616	0	100.0000	0.0000
Public- Institutions	E-Voting		753490	71.2927	753490	0	100.0000	0.0000
	Poll	1056897						
	Postal Ballot (if applicable)							
	<b>Total</b>	1056897	753490	71.2927	753490	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1004903	7.5154	1004361	542	99.9461	0.0539
	Poll	13371214						
	Postal Ballot (if applicable)							
	<b>Total</b>	13371214	1004903	7.5154	1004361	542	99.9461	0.0539
<b>Total</b>		26249727	13580009	51.7339	13579467	542	99.9960	0.0040
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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## CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]*

To,  
The Chairman  
Cosmo First Limited  
(CIN: L92114DL1976PLC008355)  
1st Floor, Uppal Plaza,  
M-6, Jasola District Centre,  
New Delhi-110025

**For Forty Seventh (47th) Annual General Meeting ("AGM") of the Equity Shareholders of COSMO FIRST LIMITED, held on Friday 2<sup>nd</sup> day of August, 2024 at 3.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).**

Dear Sir,

I, SANJIV AGGARWAL, Practicing Chartered Accountant as Partner of M/s. B. K. SHROFF & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi – 110 002 was appointed as Scrutinizer of COSMO FIRST LIMITED ("the Company") for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. remote e-Voting and e-voting during AGM taken on the below mentioned resolution (s) at the Forty Seventh Annual General Meeting of the Equity Shareholders of COSMO FIRST LIMITED, held on Friday 2<sup>nd</sup> day of August, 2024 at 3.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

1. The remote e-voting period remained open from Tuesday, July 30, 2024 (IST 09:00 a.m.) to Thursday, August 1, 2024 (IST 05:00 p.m.) on the designated website via CDSL e-voting platform.
2. The shareholders holding shares as on the "cutoff" date i.e. Friday, July 26, 2024 were entitled to vote on the proposed resolutions (item No.1 to 5) as set out in the Notice of the Forty Seventh AGM of the COSMO FIRST LIMITED.
3. Total Issued Share Capital of the Company includes 348322 Shares held by Cosmo Films ESOP 2015 Trust "ESOP Trust" to be treated as "Non-Promoter Non-Public holding" as per Regulation 3(9), Chapter II of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for which voting rights were not available.
4. Total issued share capital of the company includes 269601 shares on which dividend has remained unpaid or unclaimed and have been transferred to Investors Education and Protection Fund pursuant to Section 124 (6) of the companies Act 2013. The shareholders have lost their right to attend and vote at the annual general meeting till the voting rights are active again.





# B.K. SHROFF & CO.

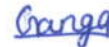
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5. After the conclusion of e-voting at the AGM, first the votes cast during the AGM were unblocked and thereafter the votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Harshit Agrawal and Ms. Ganga who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Harshit Agrawal



Name: Ganga

6. I submit our consolidated report of remote e-voting and e-voting during AGM as under:

1. **Ordinary Resolution - To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.**

- (i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E -Voting	182	1,35,64,852	100.00 %
E-Voting during AGM	14	868	100.00 %
<b>Total</b>	<b>196</b>	<b>1,35,65,720</b>	<b>100.00 %</b>

- (ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E -Voting	3	168	0.00 %
E-Voting during AGM	Nil	Nil	0.00 %
<b>Total</b>	<b>3</b>	<b>168</b>	<b>0.00 %</b>



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: bkshroffdelhi@rediff.com

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E -Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

## 2. Ordinary Resolution - To declare Dividend on Equity Shares.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E - Voting	183	1,35,78,973	100.00 %
E-Voting during AGM	14	868	100.00 %
Total	197	1,35,79,841	100.00 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E - Voting	3	168	0.00 %
E-Voting during AGM	Nil	Nil	0.00 %
Total	3	168	0.00 %



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(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E-Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

3. Ordinary Resolution - To appoint a Director in place of Mr. Anil Kumar Jain, (DIN: 00027911) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E - Voting	176	1,35,28,028	99.62 %
E-Voting during AGM	14	868	100.00 %
Total	190	1,35,28,896	99.62%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E - Voting	10	51,113	0.38 %
E-Voting during AGM	Nil	Nil	0.00 %
Total	10	51,113	0.38%





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(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E-Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

4. Special Resolution - To re-appoint Mr. Anil Kumar Jain (DIN: 00027911) as a Whole-Time Director designated as Director- Corporate Affairs.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	180	1,35,76,176	99.98%
E-Voting during AGM	14	868	100.00 %
Total	194	1,35,77,044	99.98%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	6	2,965	0.02%
E-Voting during AGM	Nil	Nil	0.00 %
Total	6	2,965	0.02%

(iii) Invalid Votes



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Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E-Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

5. Ordinary Resolution - To approve remuneration payable to Cost Auditors for the FY 2024-25.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	178	1,35,78,599	100.00 %
E-Voting during AGM	14	868	100.00 %
Total	192	1,35,79,467	100.00 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
Remote E-Voting	8	542	0.00 %
E-Voting during AGM	Nil	Nil	0.00 %
Total	8	542	0.00 %

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
Remote E-Voting	Nil	Nil
E-Voting during AGM	Nil	Nil
Total	Nil	Nil

Therefore, the aforesaid resolutions 1 to 5 are approved with requisite majority.



**B.K. SHROFF & CO.**  
Chartered Accountants

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

Thanking you,

Yours faithfully

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

*Sanjay Aggarwal*

Sanjay Aggarwal

Partner

Membership No: 85128

Place New Delhi

Dated: 02.08.2024

UDIN: 24085128BKBPPF8682

*sd/-*

Chairman/Authorized Signatory

