

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L22120MH2004PLC285453

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCV8900E

(ii) (a) Name of the company

UFO MOVIEZ INDIA LIMITED

(b) Registered office address

Valuable Techno Park, Plot #53/1, Road #7
MIDC, Marol, Andheri (E)
Mumbai
Mumbai City
Maharashtra
400002



(c) *e-mail ID of the company

kavita.thadeshwar@ufomoviez.com

(d) *Telephone number with STD code

02240305060

(e) Website

www.ufomoviez.com

(iii) Date of Incorporation

14/06/2004

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|--|-------|
| 1 | National Stock Exchange of India Limited | 1,024 |
| 2 | BSE Limited | 1 |

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|--|------------------------------|
| 1 | J | Information and communication | J3 | Motion picture, video and television programme production, sound recording | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

19

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|----------------------------------|-----------------------|---|------------------|
| 1 | SCRABBLE ENTERTAINMENT LI | U92190MH2008PLC178456 | Subsidiary | 100 |
| 2 | PLEXIGO ENTERTAINMENT PRI | U92419MH2020PTC343580 | Subsidiary | 100 |
| 3 | UFO Lanka (Private) Limited | | Subsidiary | 100 |
| 4 | UFO SOFTWARE TECHNOLOGI | U74899MH2005PTC284653 | Subsidiary | 100 |
| 5 | NOVA CINEMAZ PRIVATE LIMIT | U72900MH2006PTC163092 | Subsidiary | 100 |
| 6 | ZINGLIN MEDIA PRIVATE LIMIT | U74999MH2017PTC300940 | Subsidiary | 100 |
| 7 | SCRABBLE DIGITAL LIMITED | U74999MH2011PLC213170 | Subsidiary | 100 |
| 8 | Scrabble Digital INC | | Subsidiary | 100 |
| 9 | Scrabble Entertainment (Mauri | | Subsidiary | 100 |
| 10 | Scrabble Entertainment DMCC | | Subsidiary | 100 |
| 11 | Scrabble Entertainment (Lebar | | Subsidiary | 100 |
| 12 | Scrabble Entertainment (Israel | | Subsidiary | 100 |
| 13 | Scrabble Digital DMCC | | Associate | 33.33 |
| 14 | Scrabble Ventures LLC | | Associate | 50 |
| 15 | Scrabble Ventures, S. de R.L. de | | Associate | 30 |
| 16 | CINESTAAN DIGITAL PRIVATE L | U72300DL2013PTC258259 | Associate | 33.08 |
| 17 | MUKTA V N FILMS LIMITED | U74120MH2013PLC244220 | Associate | 48.12 |
| 18 | MUMBAI MOVIE STUDIOS PRIV | U92490MH2020PTC345461 | Associate | 30.74 |
| 19 | Scrabble Audio Visual Equipme | | Associate | 49 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 53,050,000 | 38,041,143 | 38,041,143 | 38,041,143 |
| Total amount of equity shares (in Rupees) | 530,500,000 | 380,411,430 | 380,411,430 | 380,411,430 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of equity shares | 53,050,000 | 38,041,143 | 38,041,143 | 38,041,143 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 530,500,000 | 380,411,430 | 380,411,430 | 380,411,430 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 1,565,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 1,565,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | 1,565,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 1,000 | 1,000 | 1,000 | 1,000 |
| Total amount of preference shares (in rupees) | 1,565,000,000 | 0 | 0 | 0 |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|------------------------------|------------------|------------|----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 21,073 | 28,329,728 | 28350801 | 283,508,010 | 283,508,010 | |

| | | | | | | |
|---|--------|------------|----------|-------------|-------------|-------------|
| Increase during the year | 0 | 9,690,891 | 9690891 | 96,908,910 | 96,908,910 | 885,904,128 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 9,399,933 | 9399933 | 93,999,330 | 93,999,330 | 874,287,768 |
| v. ESOPs | 0 | 290,409 | 290409 | 2,904,090 | 2,904,090 | 11,616,360 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | 0 | 549 | 549 | 5,490 | 5,490 | 0 |
| Dematerialisation of shares | | | | | | |
| Decrease during the year | 549 | 0 | 549 | 5,490 | 5,490 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | 549 | 0 | 549 | 5,490 | 5,490 | |
| Dematerialisation of shares | | | | | | |
| At the end of the year | 20,524 | 38,020,619 | 38041143 | 380,411,430 | 380,411,430 | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|---------------------------------|---|---|---|---|---|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

INE527H01019

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | |
|--|--|---|
| Date of the previous annual general meeting | | |
| Date of registration of transfer (Date Month Year) | | |
| Type of transfer | | 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock |
| Number of Shares/ Debentures/ Units Transferred | | Amount per Share/ Debenture/Unit (in Rs.) |

| | | | | | | | |
|----------------------------|---------|--|-------------|--|------------|--|--|
| Ledger Folio of Transferor | | | | | | | |
| Transferor's Name | | | | | | | |
| | Surname | | middle name | | first name | | |
| Ledger Folio of Transferee | | | | | | | |
| Transferee's Name | | | | | | | |
| | Surname | | middle name | | first name | | |

| | | | | | | | |
|--|---------|--|--|--|------------|--|--|
| Date of registration of transfer (Date Month Year) | | | | | | | |
| Type of transfer | | | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | | | | |
| Number of Shares/ Debentures/ Units Transferred | | | Amount per Share/ Debenture/Unit (in Rs.) | | | | |
| Ledger Folio of Transferor | | | | | | | |
| Transferor's Name | | | | | | | |
| | Surname | | middle name | | first name | | |
| Ledger Folio of Transferee | | | | | | | |
| Transferee's Name | | | | | | | |
| | Surname | | middle name | | first name | | |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------|-----------------|------------------------|-------------|
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

899,918,345

(ii) Net worth of the Company

3,048,866,811

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 1,164,519 | 3.06 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |

| | | | | | |
|-----|---|-----------|-------|---|---|
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 7,504,021 | 19.73 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 8,668,540 | 22.79 | 0 | 0 |

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 17,910,600 | 47.08 | 0 | |
| | (ii) Non-resident Indian (NRI) | 375,352 | 0.99 | 0 | |
| | (iii) Foreign national (other than NRI) | 87 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 441,244 | 1.16 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 1,245,387 | 3.27 | 0 | |
| 10. | Others ALTERNATIVE INVESTMENT | 9,399,933 | 24.71 | 0 | |
| | Total | 29,372,603 | 77.21 | 0 | 0 |

Total number of shareholders (other than promoters)

54,158

**Total number of shareholders (Promoters+Public/
Other than promoters)**

54,167

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

4

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|--------------------|---------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| NOMURA SINGAPORE | HSBC SECURITIES SERVICES,GORECH | | | 269,726 | 0.71 |
| ESVEE CAPITAL | KOTAK INFINITI, BLDG.NO.21,MAL | | | 150,000 | 0.39 |
| QUADRATURE CAPITAL | JPMORGAN CHASE BANK,MINDSP | | | 21,515 | 0.06 |
| COPTHALL MAURITIUS | J.P.MORGAN CHASE BANK,MINDSP | | | 3 | 0 |

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 9 | 9 |
| Members (other than promoters) | 41,555 | 54,158 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|------------------------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 1 | 2 | 1 | 2 | 2.41 | 0.67 |
| B. Non-Promoter | 1 | 3 | 1 | 5 | 1.56 | 0.02 |
| (i) Non-Independent | 1 | 0 | 1 | 2 | 1.56 | 0 |

| | | | | | | |
|--|---|---|---|---|------|------|
| (ii) Independent | 0 | 3 | 0 | 3 | 0 | 0.02 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 2 | 5 | 2 | 7 | 3.97 | 0.69 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|--------------------------|------------|---------------------|--------------------------------|--|
| Sanjeev Aga | 00022065 | Director | 0 | |
| Kapil Kumar Agarwal | 00024378 | Managing Director | 592,394 | |
| Raaja Kanwar | 00024402 | Director | 12,500 | |
| Sanjay Shankar Gaikwad | 01001173 | Managing Director | 917,229 | |
| Lynn Antoinette de souza | 01419138 | Director | 0 | |
| Ameya Narendra Hete | 01645102 | Director | 242,797 | |
| Subramanian Madhavan | 06451889 | Director | 7,000 | |
| Anand Yogendra Trivedi | 02059249 | Additional director | 0 | |
| Gautam Yogendra Trivedi | 02647162 | Additional director | 0 | |
| Ashish Sadanand Maluskar | AAUPM3913A | CFO | 18,424 | |
| Rajesh Bhagwati Mishra | AACPM0769J | CEO | 28,649 | |
| Kavita Bhavesh Thadani | AEJPT8951Q | Company Secretary | 1 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|-------------------------|----------|--|---|--|
| Anand Yogendra Trivedi | 02059249 | Additional director | 09/12/2021 | Appointment |
| Gautam Yogendra Trivedi | 02647162 | Additional director | 09/12/2021 | Appointment |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|--------------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Annual General Meeting | 20/09/2021 | 61,894 | 91 | 32.86 |
| Extra Ordinary General Meeting | 26/11/2021 | 55,891 | 61 | 29.77 |

B. BOARD MEETINGS

*Number of meetings held











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| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 26/05/2021 | 7 | 6 | 85.71 |
| 2 | 01/06/2021 | 7 | 6 | 85.71 |
| 3 | 29/07/2021 | 7 | 5 | 71.43 |
| 4 | 16/08/2021 | 7 | 6 | 85.71 |
| 5 | 03/11/2021 | 7 | 6 | 85.71 |
| 6 | 11/11/2021 | 7 | 6 | 85.71 |
| 7 | 09/12/2021 | 7 | 6 | 85.71 |
| 8 | 17/12/2021 | 9 | 7 | 77.78 |
| 9 | 13/01/2022 | 9 | 9 | 100 |
| 10 | 04/02/2022 | 9 | 8 | 88.89 |

C. COMMITTEE MEETINGS

Number of meetings held

26

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|---|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit and Risk  | 26/05/2021 | 4 | 4 | 100 |
| 2 | Audit and Risk  | 29/07/2021 | 4 | 3 | 75 |
| 3 | Audit and Risk  | 16/08/2021 | 4 | 4 | 100 |
| 4 | Audit and Risk  | 11/11/2021 | 4 | 3 | 75 |
| 5 | Audit and Risk  | 04/02/2022 | 4 | 4 | 100 |
| 6 | Audit and Risk  | 08/03/2022 | 4 | 4 | 100 |
| 7 | Stakeholders'  | 26/05/2021 | 4 | 4 | 100 |
| 8 | Stakeholders'  | 29/07/2021 | 4 | 3 | 75 |
| 9 | Stakeholders'  | 11/11/2021 | 4 | 4 | 100 |
| 10 | Stakeholders'  | 04/02/2022 | 4 | 4 | 100 |

D. * ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | |
| | | | | | | | | (Y/N/NA) |
| 1 | Sanjeev Aga | 10 | 9 | 90 | 16 | 15 | 93.75 | |
| 2 | Kapil Kumar A | 10 | 10 | 100 | 13 | 13 | 100 | |
| 3 | Raaja Kanwar | 10 | 3 | 30 | 0 | 0 | 0 | |
| 4 | Sanjay Shankar | 10 | 10 | 100 | 15 | 15 | 100 | |
| 5 | Lynn Antoinette | 10 | 10 | 100 | 12 | 11 | 91.67 | |
| 6 | Ameya Narend | 10 | 7 | 70 | 21 | 15 | 71.43 | |
| 7 | Subramanian | 10 | 10 | 100 | 19 | 17 | 89.47 | |
| 8 | Anand Yogendra | 3 | 3 | 100 | 0 | 0 | 0 | |
| 9 | Gautam Yogendra | 3 | 3 | 100 | 0 | 0 | 0 | |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------------|----------------------|--------------|------------|-------------------------------|------------|-----------------|
| 1 | Sanjay Shankar Ga + | Managing Direct + | 13,540,478 | 0 | 0 | 8,371,232 | 0 |
| 2 | Kapil Kumar Agarwa + | Joint Managing + | 13,540,478 | 0 | 0 | 14,451,982 | 0 |
| | Total | | 27,080,956 | 0 | 0 | 22,823,214 | 0 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------------|--------------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Rajesh Bhagwati Mi + | CEO | 8,067,084 | 0 | 0 | 614,608 | 0 |
| 2 | Ashish Sadanand M + | CFO | 6,307,812 | 0 | 0 | 512,248 | 0 |
| 3 | Kavita Thadeshwar + | Company Secre + | 4,281,404 | 0 | 0 | 280,764 | 0 |
| | Total | | 18,656,300 | 0 | 0 | 1,407,620 | 0 |

Number of other directors whose remuneration details to be entered

7

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------------------|----------------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Sanjeev Aga + | Chairman & Inde + | 0 | 0 | 0 | 2,667,000 | 0 |
| 2 | Lynn Antoinette de S + | Independent Dir + | 0 | 0 | 0 | 1,666,750 | 0 |
| 3 | Subramanian Madh + | Independent Dir + | 0 | 0 | 0 | 1,666,750 | 0 |
| 4 | Ameya Narendra He + | Non-Executive + | 0 | 0 | 0 | 600,000 | 0 |
| 5 | Raaja Kanwar + | Non-Executive + | 0 | 0 | 0 | 100,000 | 0 |
| 6 | Anand Yogendra Tr + | Non-Executive A + | 0 | 0 | 0 | 200,000 | 0 |
| 7 | Gautam Yogendra T + | Non-Executive A + | 0 | 0 | 0 | 200,000 | 0 |
| | Total | | 0 | 0 | 0 | 7,100,500 | 0 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Vicky M. Kundaliya

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

10989

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Committee Meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

MGT-8 of UFO MOVIEZ INDIA LIMITED FOR FINANCIAL YEAR ENDED 31ST MARCH, 2022

FORM MGT-8

(Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014)

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/s. UFO MOVIEZ INDIA LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:-

- A. The Annual Return (Form MGT-7) states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with the provisions of the Act & Rules made thereunder in respect of:
 1. Its status under the Act:- Public Limited Listed Company, Limited by Shares.
 2. Maintenance of registers and records & making entries therein within the time prescribed therefore. The Company has maintained registers/records & has made necessary entries therein within the time prescribed therefore.
 3. During the reporting period and as represented to us, the Company has filed required various forms with Registrar of Companies, Regional Director, Central Government, The Tribunal, Court or any other authorities within the prescribed time.
 4. Calling, convening and holding meetings of the Board of Directors and its committees and the meetings of the Members of the Company on due dates as stated in the Annual Return in respect of the which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book /registers maintained for that purpose and the same have been signed.
 5. The Company has closed its Register of Members during the Financial Year under Review and proper notice for the same were given for due compliance.
 6. As per the information provided, the Company has not given any advance or loans to its Directors and/or persons or firms or companies referred to in Section 185 of the Act.
 7. As per the information provided, Contracts/arrangements with related parties were in the ordinary course of business and on the arm's length basis as specified in the provisions of Section 188 of the Act and wherever required, necessary requisite approvals have been taken from the Audit Committee / Board / Shareholders. No material related party contracts / arrangements / transactions were entered during the period under review.
 8. During the period under review, there were no transfer or transmission of Equity Shares. Further, there was no buy back of securities and there were no redemption of preference shares or debentures in the Company, and there was no reduction of share capital or conversion of shares/securities.

However, during the period under review, the Board of Directors allotted 2,90,409 Equity Shares of face value of Rs. 10/- each for cash at exercise price of Rs. 50/- per Share pursuant to Employee Stock Option Scheme, 2014 and 93,99,933 Equity Shares of face value of Rs. 10/- each for cash at price of Rs. 103.01 per share to Nepean Focused Investment Fund, a scheme of investment of Nepean Investment Trust II, a category II Alternative Investment Fund on a private placement/preferential basis.
 9. There was no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 10. During the period under review, the Company has not declared any Dividend and the Company was not required to transfer of unpaid / unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

MGT-8 of UFO MOVIEZ INDIA LIMITED FOR FINANCIAL YEAR ENDED 31ST MARCH, 2022

11. Signing of the audited Financial Statements is as per the provisions of Section 134 of the Act and the report of directors is as per sub-sections (3), (4) and (5) thereof.
12. Constitution, appointment, reappointments, retirement, filling up casual vacancies, disclosures of Directors, Key Managerial Personnel and the remuneration paid to them:-
The changes and the particulars of the composition of the Board and KMP's are reported in the Annual Return (Form MGT-7); Remuneration was paid to Directors/KMPs as reported in the Annual Return (Form MGT-7) during the year under review. The Company was not required to fill any casual vacancy.
13. Appointment of auditors is as per the provisions of Section 139 of the Act.
14. Approvals wherever required were taken from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company has not accepted, renewed and repaid any deposits.
16. As per the information provided, during the reporting period, the borrowings from/repayment to its Banks are in compliance with the provisions of the Act and Creation / Satisfaction of Charges in that respect has been duly complied and relevant Forms CHG-1/CHG-4 was filed with the Registrar of Companies.

As per the information provided, during the reporting period, the Company did not have any Borrowings from Directors, Members, Public Financial Institutions and others.
17. During the reporting period, the Company has given loans/ Guarantees / provided securities or made investments which are within the limits of Section 186(3) of the Act.
18. The Company has altered the provisions of the Memorandum of Association and Articles of Association of the Company during the period under review as given below:-
 - (a) The consent of Members was obtained at the Seventeenth Annual General Meeting of the Company held on 20th September, 2021 for Approval of Change of Object Clause of the Memorandum of Association of the Company.
 - (b) The consent of Members was obtained at the Extra ordinary General Meeting of the Company held on 26th November, 2021 for Alteration of Articles of Association of the Company by adoption of new set of Articles of Association inter alia incorporating the relevant provisions of the Share Subscription Agreement entered between the Company and Nepean Capital LLP, a Limited Liability Partnership firm incorporated under the Limited Liability Partnership Act, 2008, in its capacity as the investment manager for Nepean Investment Trust II, a category II alternative investment fund, through the scheme of investment Nepean Focused Investment Fund.

For V. M. Kundaliya & Associates
Company Secretaries

Vicky M. Kundaliya
Proprietor
FCS-7716/C. P. No. 10989
UDIN: _____
Peer Review Certificate No. 1245/2021
ICSI Unique Code: S2012MH183100

Place: Mumbai
Date: _____

Note: Due to lockdown on account of COVID – 19 Pandemic, I have not been able to carry out physical visit to registered office of Company for verification of data. The Certificate is based on inputs received via email and oral confirmation from Secretarial/Management Team from time to time.

| Details of Committee Meetings | | | | | |
|-------------------------------|---|-----------------|---|----------------------------|-----------------|
| Sr. No. | Type of Meeting | Date of Meeting | Total Number of Members as on the date of the meeting | Attendance | |
| | | | | Number of members attended | % of attendance |
| 11 | Nomination and Remuneration Committee | 26-05-2021 | 3 | 3 | 100 |
| 12 | Nomination and Remuneration Committee | 09-12-2021 | 3 | 2 | 66.67 |
| 13 | Nomination and Remuneration Committee | 15-12-2021 | 3 | 2 | 66.67 |
| 14 | Nomination and Remuneration Committee | 13-01-2022 | 3 | 3 | 100 |
| 15 | Nomination and Remuneration Committee | 24-01-2022 | 3 | 2 | 66.67 |
| 16 | Corporate Social Responsibility Committee | 26-05-2021 | 3 | 3 | 100.00 |
| 17 | Corporate Social Responsibility Committee | 29-07-2021 | 4 | 4 | 100.00 |
| 18 | Corporate Social Responsibility Committee | 04-02-2022 | 4 | 4 | 100.00 |
| 19 | Compensation Committee | 26-05-2021 | 4 | 3 | 75.00 |
| 20 | Compensation Committee | 24-01-2022 | 4 | 3 | 75.00 |
| 21 | Finance Committee | 14-05-2021 | 3 | 3 | 100.00 |
| 22 | Finance Committee | 16-07-2021 | 3 | 2 | 66.67 |
| 23 | Finance Committee | 02-08-2021 | 3 | 2 | 66.67 |
| 24 | Finance Committee | 25-01-2022 | 3 | 3 | 100.00 |
| 25 | Finance Committee | 23-02-2022 | 3 | 3 | 100.00 |
| 26 | Finance Committee | 25-03-2022 | 3 | 3 | 100.00 |