

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of 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, And
heri (E)
Mumbai
Maharashtra
400093



(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

L72400TG2017PLC117649

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, N
anakramguda, Serili ngampally

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(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	38,176,230	38,176,230	38,176,230
Total amount of equity shares (in Rupees)	530,500,000	381,762,300	381,762,300	381,762,300

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	53,050,000	38,176,230	38,176,230	38,176,230
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	530,500,000	381,762,300	381,762,300	381,762,300

(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	20,524	38,020,619	38041143	380,411,430	380,411,430	

Increase during the year	0	135,087	135087	1,350,870	1,350,870	5,403,480
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	0	0	0	0	0
v. ESOPs	0	135,087	135087	1,350,870	1,350,870	5,403,480
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 <div></div>						
Decrease during the year	0	0	0	0	0	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 <div></div>						
At the end of the year	20,524	38,155,706	38176230	381,762,300	381,762,300	
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 <div></div>						
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				<input type="text"/>			
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>		
	Surname		middle name		first name		
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>		
	Surname		middle name		first name		

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

2,793,761,000

(ii) Net worth of the Company

2,783,984,000

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	1,177,019	3.08	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)	7,491,521	19.62	0	
10.	Others	0	0	0	
	Total	8,668,540	22.7	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	17,803,495	46.64	0	
	(ii) Non-resident Indian (NRI)	312,349	0.82	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	408,333	1.07	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,583,493	4.15	0	
10.	Others ALTERNATIVE INVESTMENT	9,399,933	24.62	0	
	Total	29,507,690	77.3	0	0

Total number of shareholders (other than promoters) 45,430

**Total number of shareholders (Promoters+Public/
Other than promoters)** 45,439

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

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NOMURA SINGAPORE	HSBC SECURITIES SERVICES,GOREGAON			269,726	0.71
QUADRATURE CAPITAL	JPMORGAN CHASE BANK,MINDSPACE			138,607	0.36

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)	54,158	45,430
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	1	2.4	0.64
B. Non-Promoter	1	5	1	6	0.13	1.29
(i) Non-Independent	1	2	1	3	0.13	1.29
(ii) Independent	0	3	0	3	0	0
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	7	2	7	2.53	1.93

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










11

(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)
KANWAR BIR SINGH A ✚	03518282	Director	0	
SANJAY SHANKAR GA ✚	01001173	Managing Director	917,229	
RAJESH BHAGWATI M ✚	00103157	Director	51,149	
RAJIV BATRA	00082866	Director	0	
SWATI MOHAN	06377656	Director	0	
AMEYA NARENDRA HI ✚	01645102	Director	242,797	
ANAND YOGENDRA TI ✚	02059249	Director	0	
GAUTAM YOGENDRA ✚	02647162	Director	0	
KAPIL KUMAR AGARW ✚	00024378	Director	491,843	26/04/2023
ASHISH SADANAND M ✚	AAUPM3913A	CFO	18,424	
KAVITA BHAVESH THA ✚	AEJPT8951Q	Company Secretar	1	

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

15

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)
KANWAR BIR SINGH A 	03518282	Additional director	26/05/2022	Appointment
RAJIV BATRA	00082866	Additional director	15/06/2022	Appointment
SWATI MOHAN	06377656	Additional director	15/06/2022	Appointment
KAPIL KUMAR AGARW 	00024378	Director	17/06/2022	Change in designation
RAJESH BHAGWATI M 	00103157	Additional director	18/06/2022	Appointment
KANWAR BIR SINGH A 	03518282	Director	23/08/2022	Change in designation
RAJIV BATRA	00082866	Director	23/08/2022	Change in designation
SWATI MOHAN	06377656	Director	23/08/2022	Change in designation
RAJESH BHAGWATI M 	00103157	Director	23/08/2022	Change in designation
ANAND YOGENDRA TI 	02059249	Director	23/08/2022	Change in designation
GAUTAM YOGENDRA 	02647162	Director	23/08/2022	Change in designation
RAAJA KANWAR	00024402	Director	15/11/2022	Cessation
SANJEEV AGA	00022065	Director	19/11/2022	Cessation
LYNN ANTOINETTE DE 	01419138	Director	19/11/2022	Cessation
SUBRAMANIAN MADH 	06451889	Director	19/11/2022	Cessation

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

1

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	23/08/2022	51,239	103	12.2

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/04/2022	9	8	88.89
2	26/05/2022	9	8	88.89
3	15/06/2022	12	10	83.33
4	03/08/2022	13	10	76.92
5	18/08/2022	13	11	84.62
6	02/09/2022	13	12	92.31
7	02/11/2022	13	12	92.31
8	06/02/2023	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

25

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 +	16/05/2022	4	4	100
2	Audit and Risk +	26/05/2022	4	4	100
3	Audit and Risk +	03/08/2022	4	3	75
4	Audit and Risk +	02/09/2022	4	4	100
5	Audit and Risk +	02/11/2022	4	4	100
6	Audit and Risk +	06/02/2023	4	4	100
7	Audit and Risk +	24/03/2023	4	4	100
8	Stakeholders' +	26/05/2022	4	4	100
9	Nomination an +	26/05/2022	3	3	100
10	Nomination an +	15/06/2022	3	3	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	KANWAR BIR	6	5	83.33	5	5	100	
2	SANJAY SHA	8	8	100	14	11	78.57	
3	RAJESH BHA	5	5	100	4	4	100	
4	RAJIV BATRA	6	6	100	5	5	100	
5	SWATI MOHA	6	6	100	4	4	100	
6	AMEYA NARE	8	6	75	20	17	85	
7	ANAND YOGE	8	8	100	0	0	0	
8	GAUTAM YOC	8	7	87.5	0	0	0	
9	KAPIL KUMAR	8	8	100	13	13	100	

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJAY SHANKAR	Managing Director	30,999,984	0	0	28,800	31,028,784
2	RAJESH BHAGWA	Executive Director	16,901,383	0	0	45,304	16,946,687
3	KAPIL KUMAR AGA	Joint Managing Director	10,830,551	0	0	6,160	10,836,711
	Total		58,731,918	0	0	80,264	58,812,182

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 BHAGWA	CEO	5,110,529	0	0	737,463	5,847,992
2	ASHISH SADANAN	CFO	15,700,721	0	0	39,600	15,740,321
3	KAVITA THADESHI	Company Secretary	4,850,004	0	0	0	4,850,004

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		25,661,254	0	0	777,063	26,438,317

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KANWAR BIR SINGH	CHAIRMAN & INDEPENDENT	0	0	0	2,963,014	2,963,014
2	RAJIV BATRA	INDEPENDENT	0	0	0	1,979,452	1,979,452
3	SWATI MOHAN	INDEPENDENT	0	0	0	1,662,740	1,662,740
4	AMEYA NARENDRA	NON-EXECUTIVE	0	0	0	1,450,000	1,450,000
5	ANAND YOGENDRA	NON-EXECUTIVE	0	0	0	800,000	800,000
6	GAUTAM YOGENDRA	NON-EXECUTIVE	0	0	0	700,000	700,000
7	KAPIL KUMAR AGARWAL	NON-EXECUTIVE	0	0	0	950,000	950,000
8	RAAJA KANWAR	NON-EXECUTIVE	0	0	0	0	0
9	SANJEEV AGARWAL	CHAIRMAN & INDEPENDENT	0	0	0	2,553,425	2,553,425
10	LYNN ANTOINETTE	INDEPENDENT	0	0	0	1,595,890	1,595,890
11	SUBRAMANIAN MATHIAS	INDEPENDENT	0	0	0	1,595,890	1,595,890
	Total		0	0	0	16,250,411	16,250,411

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. ...

11

dated

02/11/2022

(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:

- 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.
- 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

00103157

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Committee Meetings.pdf

Remove attachment

Modify

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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, 2023. 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 except in few instances where additional fees was paid.
 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 Finance Committee of the Board of Directors of the Company allotted 1,35,087 Equity Shares of face value of Rs. 10/- each for cash at exercise price of Rs. 50/- per Share pursuant to UFO Moviez India Limited – Employee Stock Option Scheme, 2014 (**'ESOP Scheme 2014'**).

9. There were 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.

After the end of the Financial Year, the Company has transferred a sum of Rs. 74,745/- pertaining to Interim Dividend for the financial year 2015 – 16 in April, 2023 to Investor Education and Protection Fund. Also, the Company has transferred 5,353 equity shares of Rs. 10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years to the IEPF Authority in compliance with the Act in April, 2023.

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, resignations, 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, Banks, 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 not altered the provisions of the Memorandum of Association and Articles of Association of the Company during the period under review

**For V. M. Kundaliya & Associates
Company Secretaries**

Place: Mumbai
Date: th ____, 2023

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

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	02-11-2022	3	3	100
12	Nomination and Remuneration Committee	06-02-2023	3	3	100.00
13	Corporate Social Responsibility Committee	26-05-2022	4	4	100.00
14	Corporate Social Responsibility Committee	27-10-2022	4	4	100.00
15	Corporate Social Responsibility Committee	06-02-2023	5	5	100.00
16	Corporate Social Responsibility Committee	24-03-2023	5	4	80.00
17	Compensation Committee	20-06-2022	4	3	75.00
18	Finance Committee	22-04-2022	3	3	100.00
19	Finance Committee	27-05-2022	3	3	100.00
20	Finance Committee	24-06-2022	3	3	100.00
21	Finance Committee	03-08-2022	3	2	66.67
22	Finance Committee	09-11-2022	4	4	100.00
23	Finance Committee	16-12-2022	4	2	50.00
24	Finance Committee	14-02-2023	4	4	100.00
25	Finance Committee	14-03-2023	4	4	100.00