

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]



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) NA
Mumbai
Mumbai City
Maharashtra
400022

(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 NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

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

15

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	UFO SOFTWARE TECHNOLOGI +	U74899MH2005PTC284653	Subsidiary	100
2	NOVA CINEMAZ PRIVATE LIMIT +	U72900MH2006PTC163092	Subsidiary	100

3	SCRABBLE DIGITAL LIMITED	U74999MH2011PLC213170	Subsidiary	100
4	UPMARCH MEDIA NETWORK P +	U59141MH2023PTC409074	Subsidiary	100
5	UFO Lanka (Private) Limited		Subsidiary	100
6	Scrabble Digital INC		Subsidiary	100
7	Scrabble Entertainment DMCC +		Subsidiary	100
8	Scrabble Entertainment (Lebar +		Subsidiary	100
9	Scrabble Audio Visual Equipme +		Subsidiary	100
10	Scrabble Digital DMCC		Associate	33.33
11	Scrabble Ventures, S. de R.L. de +		Associate	30
12	CINESTAAN DIGITAL PRIVATE L +	U72300DL2013PTC258259	Associate	33.08
13	MUKTA V N FILMS LIMITED	U74120MH2013PLC244220	Associate	48.12
14	MUMBAI MOVIE STUDIOS PRIV +	U92490MH2020PTC345461	Associate	30.74
15	Scrabble Digital Services DMCC +		Associate	18.52

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	230,414,500	38,581,208	38,581,208	38,581,208
Total amount of equity shares (in Rupees)	2,304,145,000	385,812,080	385,812,080	385,812,080

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	230,414,500	38,581,208	38,581,208	38,581,208
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,304,145,000	385,812,080	385,812,080	385,812,080

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	20,524	38,155,706	38176230	381,762,300	381,762,300	
Increase during the year	0	410,114	410114	4,101,140	4,101,140	0
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			
v. ESOPs	0	404,978	404978	4,049,780	4,049,780	
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		5,136	5136	51,360	51,360	
Dematerialisation during the year						
Decrease during the year	5,136	0	5136	51,360	51,360	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	5,136		5136	51,360	51,360	
Dematerialisation during the year						
At the end of the year	15,388	38,565,820	38581208	385,812,080	385,812,080	
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		<input type="text"/>	
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

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

Ledger Folio of Transferee	<input type="text"/>
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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
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

3,209,071,000

(ii) Net worth of the Company

3,012,747,080

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	3.05	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	19.42	0	
10.	Others	0	0	0	
	Total	8,668,540	22.47	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	18,400,286	47.69	0	
	(ii) Non-resident Indian (NRI)	429,214	1.11	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	277,082	0.72	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,400,171	3.63	0	
10.	Others ALTERNATIVE INVESTMENT	9,405,828	24.38	0	

	Total	29,912,668	77.53	0	0
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Total number of shareholders (other than promoters) 49,235

**Total number of shareholders (Promoters+Public/
Other than promoters)** 49,244

(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
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, Goreg			7,356	0.02
QUADRATURE CAPITAL	JPMORGAN CHASE BANK, MINDSP.			269,726	0.7

**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)	44,657	49,235
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	1	1	2	2.38	0.66
B. Non-Promoter	1	6	1	5	0.14	0
(i) Non-Independent	1	3	1	2	0.14	0
(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	2.52	0.66

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

(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	03518282	Director	0	
SANJAY SHANKAR G.	01001173	Managing Director	917,299	
RAJESH BHAGWATI M	00103157	Director	52,399	
RAJIV BATRA	00082866	Director	0	
SWATI MOHAN	06377656	Director	0	
AMEYA NARENDRA H	01645102	Director	242,797	
ANAND YOGENDRA T	02059249	Director	0	
GAUTAM YOGENDRA	02647162	Director	0	
RAAJA KANWAR	00024402	Director	12,500	
ASHISH SADANAND M	AAUPM3913A	CFO	38,424	
KAVITA BHAVESH TH	AEJPT8951Q	Company Secretar	1	

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

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)
KAPIL KUMAR AGA	00024378	Director	26/04/2023	Cessation
RAAJA KANWAR	00024402	Director appointed in	06/07/2023	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

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	08/08/2023	44,029	109	15.77
Annual General Meeting	12/09/2023	43,286	102	9.92

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	8	7	87.5
2	06/07/2023	8	8	100
3	31/07/2023	9	7	77.78
4	02/11/2023	9	8	88.89
5	01/02/2024	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

18

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	25/05/2023	4	4	100
2	Audit and Risk	06/07/2023	4	4	100
3	Audit and Risk	31/07/2023	4	4	100
4	Audit and Risk	02/11/2023	4	3	75
5	Audit and Risk	01/02/2024	4	4	100
6	Stakeholders'	25/05/2023	3	3	100
7	Nomination an	25/05/2023	3	3	100
8	Nomination an	06/07/2023	3	3	100
9	Nomination an	31/07/2023	3	3	100
10	Corporate Soc	25/05/2023	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	
1	KANWAR BIR	5	5	100	11	11	100	
2	SANJAY SHA	5	5	100	10	10	100	
3	RAJESH BHA	5	5	100	6	6	100	
4	RAJIV BATRA	5	5	100	11	11	100	
5	SWATI MOHA	5	5	100	9	9	100	
6	AMEYA NARE	5	3	60	15	14	93.33	
7	ANAND YOGE	5	5	100	0	0	0	
8	GAUTAM YOC	5	4	80	0	0	0	
9	RAAJA KANW	3	2	66.67	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	Managing Director	7,920,000	0	0	14,009,199	21,929,199
2	RAJESH BHAGWA	Executive Director	7,020,000	0	71,781	9,012,495	16,104,276
	Total		14,940,000	0	71,781	23,021,694	38,033,475

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ASHISH SADANAN	CFO	12,593,751	0	0	1,188,100	13,781,851
2	KAVITA THADESHI	Company Secretary	4,346,046	0	0	0	4,346,046
	Total		16,939,797	0	0	1,188,100	18,127,897

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KANWAR BIR SINGH	CHAIRMAN & IN	0	0	0	1,900,000	1,900,000
2	RAJIV BATRA	INDEPENDENT	0	0	0	900,000	900,000
3	SWATI MOHAN	INDEPENDENT	0	0	0	700,000	700,000
4	AMEYA NARENDR	NON-EXECUTIV	0	0	0	1,000,000	1,000,000
5	ANAND YOGENDR	NON-EXECUTIV	0	0	0	500,000	500,000
6	GAUTAM YOGEND	NON-EXECUTIV	0	0	0	400,000	400,000
7	RAAJA KANWAR	NON-EXECUTIV	0	0	0	200,000	200,000
8	KAPIL KUMAR AGA	NON-EXECUTIV	0	0	0	50,000	50,000
	Total		0	0	0	5,650,000	5,650,000

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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

Draft MGT 8_UFO Moviez_FY 2023-24_F. 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

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-21678100
LLPIN: AAR-9997

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule no. 11(2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **UFO Moviez India Limited** (hereinafter called the "**Company**") as required to be maintained under the Companies Act, 2013 (hereinafter called the "**Act**") and the rules made thereunder for the financial year ended on March 31, 2024 (the "**audit period**"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A.** The annual return 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 provisions of the Act and Rules made there under, in respect of:
1. its status under the Act viz., a listed public company;
 2. maintenance of registers/records and making entries therein within the time prescribed thereof;
 3. filing of forms and returns, with the Registrar of Companies, Tribunal and the Investor Education and Protection Fund Authority, within the prescribed timelines as per Annexure 1. Further, no filing of forms and returns with the Central Government, Regional Director, Court, and other authorities as applicable, was required by the Company, during the audit period;
 4. calling/convening/holding meetings of board of directors, its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minutes book/registers maintained for the

purpose and the same have been signed. Further, no circular resolution and resolution was passed by postal ballot during the audit period;

5. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act - **No such event has occurred during the audit period;**
6. contracts/arrangements with related parties as specified in Section 188 of the Act;
7. issue and allotment of 4,04,978 equity shares of face value of ₹ 10/- each towards exercise of options vested under ESOP Scheme 2014, resulting in increase of issued, subscribed and paid-up share capital. Further, there were no transfer of shares, transmission of shares, buy back of securities/reduction of share capital/conversion of shares/securities and as the Company has not issued any securities other than equity shares, hence redemption of preference shares or debentures is not applicable;
8. keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act- **No such event has occurred during the audit period;**
9. company has not declared any dividend during the audit period. Further, transfer of unpaid/unclaimed dividend/other amounts applicable to transfer to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
10. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
11. the board is duly constituted. Appointment/ re-appointments/ filling up casual vacancy/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them is complied with. Further there was no retirement of the Directors and Key Managerial Personnel during the audit period;
12. re-appointment of M/s. BSR & Co. LLP, Chartered Accountants, Statutory auditors for their 2nd term of 5 years is as per the provisions of section 139 of the Act. Further, there were no new appointment or filing up of causal vacancy during the audit period;
13. approval received from Tribunal and Registrar with respect to scheme of arrangement amongst wholly owned subsidiaries (direct/step down) with the Company under the various applicable provisions of the Act. Further, no approval was required to be sought from Central Government, Regional Director, Court or such other authorities;

14. acceptance/renewal/repayment of deposits; **No such event has occurred during the audit period;**
15. borrowing from public financial institutions & banks and creation and satisfaction of charges in that respect wherever applicable. Further, no borrowings from its directors, members & others and no modification of charge during the audit period;
16. investments made and guarantees given to other bodies corporate or persons falling under the provisions of Section 186 of the Act. Further, the Company has not given any loan or provided any security to other bodies corporate or persons falling under the provisions of Section 186 of the Act during the audit period; and
17. Alteration in Clause V of Memorandum of Association of the Company by increasing its authorized share capital pursuant to sanction of scheme of amalgamation vide National Company Law Tribunal, Mumbai, order dated January 17, 2024. Further, there is no instance of Alteration in provision of Articles of Association during the audit period;

**For MMJB & Associates LLP
Company Secretaries**

**Omkar Dindorkar
Designated Partner
ACS: 43029
CP: 24580
PR: 2826/2022
UDIN:**

Place: Mumbai
Date: _____, 2024

Annexure 1

Sr. No.	Forms	Date of Event	Date of Filing	Purpose
1.	PAS-3	14-04-2023	17-04-2023	Allotment of 1,47,869 Equity Shares (ESOP) without Differential Rights made under Employee Stock Option Scheme - 2014.
2.	IEPF-1	17-04-2023	24-04-2023	Transfer of ₹ 74,745 to Investor Education and Protection Fund.
3.	DIR-12	26-04-2023	27-04-2023	Resignation of Mr. Kapil Kumar Aggarwal as Non-Executive Director.
4.	IEPF-4	29-04-2023	02-05-2023	Transfer of 5,353 Shares to Investor Education and Protection Fund.
5.	CHG-4	19-05-2023	31-05-2023	Satisfaction of Charge (ID 100156942) in Favor of HDFC Bank LTD amounting to ₹ 55,60,00,000.
6.	MGT-14	25-05-2023	19-06-2023	<ol style="list-style-type: none"> 1. Approval of Reappointment of Mr. Sanjay Gaikwad (DIN:01001173) as a Managing Director for further term of 3 Years with effect from October 17, 2023. 2. Approval of Consolidated and Standalone Financial Statement for the Financial Year ended March 31, 2023. 3. Approval of Directors Report, Report on Corporate Governance and Management and Discussion Analysis Report for the Financial Year ended March 31, 2023. 4. Approval for Reappointment of Secretarial Auditor for the Financial Year 2023-24. 5. Appointment of RSM Astute Consulting Private Limited as Internal Auditors of the Company for the Financial Year 2023-24. 6. Further Investment of up to ₹ 5 Crores by way of Preference Shares in NOVA Cinemaz Private Limited (Wholly Owned Subsidiary).
7.	PAS-3	16-06-2023	22-06-2023	Allotment of 8,250 Equity Shares without Differential Rights made Under Employee Stock Option Scheme-2014.
8.	MR-1	25-05-2023	26-06-2023	Re-Appointment of Mr. Sanjay Gaikwad (DIN:01001173) as a Managing Director for further term of 3 Years with effect from October 17, 2023.

9.	DIR-12	06-07-2023	12-07-2023	Appointment of Mr. Raaja Kanwar as a Non-Independent Non-Executive Director of the Company.
10.	DPT-3	31-03-2023	17-07-2023	Return of Deposits for half yearly ended March 31, 2023.
11.	MGT-14	06-07-2023	02-08-2023	<ol style="list-style-type: none"> 1. Approval of Scheme of Amalgamation of Wholly Owned Subsidiaries (Direct / Step Down) Viz. Scrabble Entertainment Limited, Plexigo Entertainment Private Limited, Zinglin Media Private Limited, Scrabble Entertainment (Mauritius) Limited (Together Known As "Transferor Companies") and Holding Company - UFO Moviez India Limited ("Transferee Company") and their respective shareholders. 2. Approval for Investment in Joint Venture Companies.
12.	MGT-14	08-08-2023	14-08-2023	<ol style="list-style-type: none"> 1. Sell, Lease or Otherwise Disposal of the Whole, or Substantially the Whole of the Undertaking. 2. Approval for Material Related Party Transactions to Be Carried out between the Company and the JV. 3. Appointment of Mr. Raaja Kanwar (DIN:00024402) as a Non-Independent, Non-Executive Director of the Company.
13.	MGT-14	31-07-2023	29-08-2023	<ol style="list-style-type: none"> 1. To apply for Incorporation of Joint Venture Company. 2. Revision in Terms of Remuneration Payable to Mr. Sanjay Gaikwad (Din: 01001173) on his re-appointment as Managing Director of the Company. 3. Revision in Terms of Remuneration Payable to Mr. Rajesh Mishra (Din: 00103157) as Executive Director and Group CEO of the Company.
14.	PAS-3	07-09-2023	14-09-2023	Allotment of 61,424 Equity Shares (ESOP) without differential rights made under Employee Stock Option Scheme - 2014.
15.	ADT-1	12-09-2023	14-09-2023	Re-appointment of B S R & Co. LLP as a Statutory Auditor for 2 nd term for 5 Financial Years.
16.	MGT-15	12-09-2023	14-09-2023	Report on Annual General Meeting dated September 12, 2023.
17.	MGT-14	12-09-2023	15-09-2023	<ol style="list-style-type: none"> 1. Adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon. 2. Appointment of a Director in place of Mr. Anand Trivedi (DIN: 02059249), a Non-Executive Non-Independent Director who retires by rotation, and being eligible, offers himself for re-appointment. 3. Re-appointment of Statutory Auditors of the Company.

				<p>4. Payment of remuneration to Mr. Sanjay Gaikwad (DIN: 01001173), Managing Director, for the balance term of his appointment i.e. April 01, 2023 to October 16, 2023.</p> <p>5. Re-appointment of Mr. Sanjay Gaikwad (DIN: 01001173) as Managing Director.</p> <p>6. Revision in terms of remuneration payable to Mr. Rajesh Mishra (DIN: 00103157), Executive Director and Group CEO of the Company.</p>
18.	MGT-14	07-09-2023	04-10-2023	Avail Credit Facility from HDFC Bank Limited amounting to ₹ 10 Crores.
19.	AOC-4 XBRL	12-09-2023	06-10-2023	Filing XBRL Document in respect of Financial Statement and Other Documents for financial year ended March 31, 2023.
20.	MGT-7	12-09-2023	10-10-2023	Annual Return for the financial year ended March 31, 2023.
21.	IEPF-2	12-09-2023	16-10-2023	Statement of Unclaimed and Unpaid Amounts for the financial year Ended on March 31, 2023.
22.	GNL-1	06-07-2023	27-10-2023	Scheme of Amalgamation of Scrabble Entertainment Limited, Plexigo Entertainment Private Limited, Zinglin Media Private Limited and Scrabble Entertainment (Mauritius) Limited with UFO Moviez India Limited.
23.	CHG-1	05-10-2023	31-10-2023	Creation of Charge in Favor of HDFC Bank Limited amounting to ₹ 10 Crores.
24.	IEPF-1	21-10-2023	06-11-2023	Transfer of ₹ 65,802 to Investor Education and Protection Fund.
25.	IEPF-4	15-11-2023	16-11-2023	Transfer of 542 Shares to Investor Education and Protection Fund.
26.	PAS-3	18-12-2023	28-12-2023	Allotment of 1,64,133 equity shares (ESOP) without differential rights were made under Employee Stock Option Scheme - 2014.
27.	PAS-3	18-01-2024	23-01-2024	Allotment of 17,502 Equity Shares (ESOP) without differential rights were made under Employee Stock Option Scheme - 2014.
28.	INC-28	17-01-2024	21-02-2024	Order of NCLT for Scheme of Amalgamation of Scrabble Entertainment Limited, Plexigo Entertainment Private Limited, Zinglin Media Private Limited and Scrabble Entertainment (Mauritius) Limited with UFO Moviez India Limited.
29.	MGT-14	01-02-2024	27-02-2024	Acquisition of 1,00,000 Equity Shares in Upmarch Media Network Private Limited from Qube Cinema Technologies Private Limited, at Face Value of ₹ 10/- Each.

30.	CSR-2	31-03-2023	14-03-2024	Report on Corporate Social Responsibility.
31.	PAS-3	11-03-2024	18-03-2024	Allotment of 5,800 Equity Shares (ESOP) without differential Rights were made under Employee Stock Option Scheme - 2014.

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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	Corporate Social Responsibility Committee	02-11-2023	4	4	100.00
12	Corporate Social Responsibility Committee	01-02-2024	4	4	100.00
13	Finance Committee	14-04-2023	4	4	100.00
14	Finance Committee	16-06-2023	3	3	100.00
15	Finance Committee	07-09-2023	3	3	100.00
16	Finance Committee	18-12-2023	3	3	100.00
17	Finance Committee	18-01-2024	3	3	100.00
18	Finance Committee	11-03-2024	3	3	100.00