

May 21, 2018

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Bldg., P. J. Towers
Dalal Street, Fort
Mumbai 400001
Scrip Code: 539141

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400051
Scrip Code: UFO

Dear Sir / Ma'am,

Sub: Disclosure of Voting Results at the meeting of the Equity Shareholders (including Public Shareholders) of UFO Moviez India Limited ("Company") convened and held on Monday, May 21, 2018 at 11:30 a.m. as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal")

Pursuant to the Order dated April 10, 2018 ("Order") of the Hon'ble Tribunal in Company Scheme Application No. 120 of 2018, a meeting of the Equity Shareholders (including Public Shareholders) of the Company ("Meeting") was convened and held at Emerald Hall, Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri (East), Mumbai 400059, Maharashtra on Monday, May 21, 2018 at 11:30 a.m. for approving the Composite Scheme of Arrangement and Amalgamation amongst the Company and Qube Cinema Technologies Private Limited and Qube Digital Cinema Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited and their respective shareholders and creditors ("Scheme").

Further, pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Company has provided the facility of postal ballot and remote e-voting to its Equity Shareholders for approval of the Scheme.

Accordingly, voting by the Equity Shareholders of the Company for approval of the Scheme has been carried out through (a) postal ballot; (b) remote e-voting; and (iii) polling paper at the venue of the Meeting.

Further, in terms of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by the Public Shareholders of the Company has been carried out through (i) postal ballot; and (ii) remote e-voting.

The facility of postal ballot and remote e-voting was made available from Saturday, April 21, 2018 at 09:00 a.m. to Sunday, May 20, 2018 at 05:00 p.m. The facility of voting by means of polling paper was available at the venue of the Meeting for Equity Shareholders who had earlier not exercised their vote through postal ballot or remote e-voting.

As per Regulation 44(3) of the LODR Regulations, please find enclosed the following disclosures:



UFO MOVIEZ INDIA LIMITED

- a. voting result of the Equity Shareholders through (i) postal ballot; (ii) remote e-voting; and (iii) polling paper at the venue of the Meeting, along with the consolidated Scrutinizer's Report as **Annexure - A**; and
- b. voting results of the Public Shareholders along with a separate Scrutinizer's Report as **Annexure - B**.

The proposed resolution approving the Scheme was passed with the requisite majority by the Equity Shareholders (including Public Shareholders) of the Company, as required by the Order of the Hon'ble Tribunal.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For **UFO Moviez India Limited**

S. S. Chavan

Sameer Chavan
Company Secretary

Enclosures: As above

DS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

SCRUTINIZER'S REPORT

Consolidated Scrutinizer's Report on the results of the Postal Ballot, remote e-voting process and Poll conducted at the National Company Law Tribunal, Mumbai Bench ("NCLT") Convened Meeting of the Equity Shareholders of UFO Moviez India Limited ("Company") held on the 21st day of May, 2018, at Emerald Hall, Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri (East), Mumbai- 400 059 ("Meeting").

To,
Mr. Sanjay Gaikwad
Chairperson of the NCLT Convened Meeting of the Equity Shareholders of the Company
held on Monday, 21st May 2018 at 11.30 am
Regd. Office: Valuable Techno Park, Plot No 53/1
Road No. 7, Marol MIDC, Andheri East
Mumbai 400093, Maharashtra

Dear Sir,

1. I, Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretaries, have been appointed as a scrutinizer by the NCLT, vide its order dated 10th April 2018 in Company Scheme Application No. 120 of 2018:
 - (i) To scrutinize the remote e-voting and Postal Ballot process for the item to be transacted at the Meeting; and
 - (ii) To scrutinize the physical poll voting process at the Meeting;

for the business to be transacted in the matter of Composite Scheme of Arrangement and Amalgamation amongst the Company and Qube Cinema Technologies Private Limited and Qube Digital Cinema Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited and their respective shareholders and creditors ("**Scheme**"), under the provisions of Section 108, 109, 110 and 230-232 of the Companies Act, 2013 ("**Act**") read with Rules 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014 and Rule 9 and 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") in respect of resolution set out in the Notice dated 11th April 2018 ("**Notice**") of the NCLT Convened Meeting of the Equity Shareholders of the Company.



D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
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2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and the LODR Regulations, relating to voting through Postal Ballot, remote e-voting and through Poll on the resolution contained in the Notice of the Meeting.
3. The Company has appointed Karvy Computershare Private Limited ("KARVY"), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on 21st April 2018 to 5:00 P.M. on 20th May 2018.
4. My responsibility as a scrutinizer for the voting process (by Postal Ballot, remote e-voting and Poll at the Meeting), was restricted to scrutinize the Postal Ballot, remote e-voting process and poll at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system provided by KARVY and based on the Poll taken at the Meeting.
5. Further in addition to the above, I submit my report as under:
 - The Company has on Monday, 16th April 2018 completed the dispatch of Notice of the Meeting along with the relevant annexures referred thereto including postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company whose names appeared in the Register of Members and the list of beneficiary owners made available by the Depositories and has also published an advertisement in the newspaper in this regard, in English language in "Free Press Journal" and translation thereof in Marathi language in "Navshakti", on Wednesday, 18th April 2018 both circulated at Mumbai.
 - The Shareholders of the Company holding shares as on the "cut-off" date i.e. Tuesday, 10th April 2018 were entitled to vote on the proposed resolution as set out in the Notice of the Meeting.
 - The voting period for remote e-voting as well as postal ballot commenced on Saturday, 21st April 2018 at 09:00 a.m. and ended on Sunday, 20th May 2018 at 05:00 p.m. and the KARVY remote e-voting platform was blocked thereafter. I unblocked the votes on 21st May 2018 at 1.04 PM in the presence of Mr. Aditya Shah (Witness No. 1) and Mr. Deepak Patel (Witness No. 2), who are not in the employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.



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6. Based on the report on results of voting by public shareholders through Postal Ballot, and e-voting and poll process, the resolution approving the Scheme has been passed with the requisite majority of public shareholders in terms of the SEBI circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 as under:

Resolution Required	Majority of Public shareholders of the Company
Whether promoter/ promoter group are interested in the resolution?	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100	Invalid Votes
Public Institutional Holders	E-Voting	1,22,13,085	1,15,44,687	94.5272	1,10,06,319	5,38,368	95.3367	4.6633	NIL
	Poll		-	0.0000	-	-	-	0.0000	NIL
	Postal Ballot		-	0.0000	-	-	-	0.0000	NIL
	Total		1,15,44,687	94.5272	1,10,06,319	5,38,368	95.3367	4.6633	NIL
Public-Non Institutions	E-Voting	76,22,464	28,37,159	37.2210	28,37,016	143	99.9950	0.0050	NIL
	Poll		4,976	0.0653	4,974	2	99.9598	0.0402	NIL
	Postal Ballot		5,860	0.0769	5,860	-	100.0000	0.0000	NIL
	Total		28,47,995	37.3632	28,47,850	145	99.9949	0.0051	NIL
Total	E-Voting	1,98,35,549	1,43,81,846	131.7482	1,38,43,335	5,38,511	96.2556	3.744	NIL
	Poll		4,976	0.0176	4,974	2	99.9598	0.040	NIL
	Postal Ballot		5,860	0.0769	5,860	-	100.0000	0.000	NIL
	Total		1,43,92,682	131.8426	1,38,54,169	5,38,513	96.2584	3.742	NIL



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
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7. Separate Scrutinizer's Reports have been issued on the postal ballot and remote e-voting as well as on the poll taken at the Meeting on the resolution contained in the Notice of the Meeting. I hereby submit a consolidated Scrutinizer's report on the results of voting by Postal Ballot, remote e-voting and Poll taken at the Meeting as under:-

Resolution passed with requisite majority of the Shareholders:

Approval of the Composite Scheme of Arrangement and Amalgamation amongst UFO Moviez India Limited and Qube Cinema Technologies Private Limited and Qube Digital Cinema Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

Date of the Court Convened Meeting	May 21, 2018
Total number of equity shareholders as on Cut-off date i.e. 10/04/18	27,715
No. of shareholders present in the meeting either in person or through proxy	55
Promoters and Promoter Group	4
Public	51
No. of shareholders attended through Video Conferencing:	NA
Promoters and Promoter Group	NA
Public	NA

Resolution Required	Majority in number representing three-fourths in value of members as required under Section 230 of the Companies Act, 2013
Whether promoter/ promoter group are interested in the resolution?	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.



D. M. ZAVERI & Co.

Company Secretaries

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Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	85,15,252	85,15,251	100.0000	85,15,251	-	100.0000	0.0000	NIL
	Poll		-	0.0000	-	-	-	0.0000	NIL
	Postal Ballot		1	0.0000	1	-	100.0000	0.0000	NIL
	Total		85,15,252	100.0000	85,15,252	-	100.0000	0.0000	NIL
Public Institutional Holders	E-Voting	1,22,13,085	1,15,44,687	94.5272	1,10,06,319	5,38,368	95.3367	4.6633	NIL
	Poll		-	0.0000	-	-	-	0.0000	NIL
	Postal Ballot		-	0.0000	-	-	-	0.0000	NIL
	Total		1,15,44,687	94.5272	1,10,06,319	5,38,368	95.3367	4.6633	NIL
Public-Non Institutions	E-Voting	76,22,464	28,37,159	37.2210	28,37,016	143	99.9950	0.0050	NIL
	Poll		4,976	0.0653	4,974	2	99.9598	0.0402	NIL
	Postal Ballot		5,860	0.0769	5,860	-	100.0000	0.0000	NIL
	Total		28,47,995	37.3632	28,47,850	145	99.9949	0.0051	NIL
Total	E-Voting	2,83,50,801	2,28,97,097	80.7635	2,23,58,586	5,38,511	97.6481	2.3519	NIL
	Poll		4,976	0.0176	4,974	2	99.9598	0.0402	NIL
	Postal Ballot		5,861	0.0207	5,861	-	100.0000	0.0000	NIL
	Total		2,29,07,934	80.8017	2,23,69,421	5,38,513	97.6492	2.3508	NIL

NOTES:

- The consolidated results have been prepared on the basis of reports by Scrutinizer of Postal Ballot/ e-Voting and Poll at the NCLT Convened Meeting.
- The percentage of votes in favour and against is calculated on the total number of valid votes cast i.e. 2,29,07,934.
- Out of 158 shareholders who voted valid votes, 2,23,69,421 (97.6492%) shareholders voted in favour and 5,38,513 (2.3508%) of the shareholders voted against the Resolution. To ascertain the number of shareholders, Shareholders holding multiple Member IDs were treated as one Shareholder.



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
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8. Based on the aforesaid results, Resolution of the Notice dated 11th April, 2018 has been passed by the Equity Shareholders through poll at the meeting, through postal ballot and through e-Voting with requisite majority.
9. In terms of the Notice for NCLT Convened Meeting dated 11th day of April, 2018, the shareholders who have already voted through postal ballot or E-voting were not entitled to vote at the NCLT Convened Meeting.
10. A Compact Disc containing Electronic data and other relevant records relating to postal Ballot, remote e- voting and Poll has been kept in my safe custody and shall be retained until the minutes of the NCLT Convened Meeting is approved and signed, and shall be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,
For, D M Zaveri & Co
Company Secretaries



Dharmesh Zaveri
(Proprietor)



Chairperson of the meeting

Membership No.: 5418
CP No.: 4363

Place: Mumbai
Date: 21th May, 2018

DS Dharmesh Zaveri
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SCRUTINIZER'S REPORT

[Pursuant to sections 108, 109, 110 and 230-232 of the Companies Act, 2013, Rule 9 and 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with SEBI Circular bearing no. CFD/DIL3/CIR/2017/21 dated 10th March 2017 issued by the Securities and Exchange Board of India]

To,

Mr. Sanjay Gaikwad

Chairperson of the NCLT Convened Meeting of the Equity Shareholders of UFO Moviez India Limited held on Monday, 21st May 2018 at 11.30 am

Regd. Office: Valuable Techno Park,
Plot No 53/1, Road No. 7, Marol MIDC,
Andheri East, Mumbai 400093,
Maharashtra.

Sub: Voting by Public Equity Shareholders of UFO Moviez India Limited ("Company") through Postal Ballot, E-Voting and Poll on the Composite Scheme of Arrangement and Amalgamation amongst the Company and Qube Cinema Technologies Private Limited and Qube Digital Cinema Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited and their respective shareholders and creditors ("Scheme").

1. I, Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizer by the Company for scrutinizing the Postal Ballot, e-voting and Poll process to act as such in terms of Sections 108, 109, 110 and 230-232 of the Companies Act, 2013 (the Act) read with Rule 9 and 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) Read With Regulation 44 of Securities And Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing CFD/DIL3/CIR/2017/21 dated 10th March 2017 issued by the Securities and Exchange Board of India ("SEBI Circular") in respect of the Resolution contained in the Notice of NCLT convened meeting of equity shareholders (including public shareholders) dated 11th April 2018 to seek approval of equity shareholders (including public shareholders) to the Scheme by way of postal ballot, e-voting and poll at the venue of the meeting.



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2. Further, the Company is seeking the approval of its Public Shareholders to the Scheme by way of postal ballot, e-voting and poll pursuant to SEBI Circular. In terms of the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company in favour of the proposal are more than the votes cast by the Public Shareholders against the proposal.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to Postal Ballot, e-Voting and poll on the Resolution contained in the Notice of NCLT convened meeting of equity shareholders dated 11th April 2018 (Notice).
4. My responsibility as a Scrutinizer for the e-voting, voting by postal Ballot Form and voting by poll at the venue of the meeting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("KARVY"), the authorized agency to provide e-voting facilities, engaged by the Company, Ballot Forms received through post and provided by Company and the polling paper tendered at the venue of the meeting.
5. I have given my consent to act as Scrutinizer for e-voting, voting by postal Ballot and voting through poll at the meeting vide our consent letter dated 9th April 2018. I hereby submit my report in respect of postal ballot, E-voting and poll as under:

Postal Ballot:

- a) The voting by Postal Ballot commenced on Saturday, 21st April 2018 at 09:00 a.m. and ended on Sunday, 20 May 2018 at 05:00 p.m.
- b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- c) The postal ballot forms were kept under safe custody with precautions against any kind of tampering thereof before commencing the scrutiny of such postal ballot forms.
- d) All postal ballot forms received upto 5.00 p.m. on Sunday, 20 May 2018, the last date and time fixed by the Company for receipt of the Postal Ballot forms were considered for my scrutiny.
- e) The postal ballot forms were duly opened in presence of my representatives and scrutinized by me. I confirm that the shareholding was matched with the Register of Members of the Company/ List of Beneficiaries as on 10th April 2018 (Cut-off Date).



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- f) In case Members had cast their votes by using both modes i.e. Postal Ballot and E-voting, then voting done through E-voting were considered and voting done through Postal Ballot is treated as invalid, notwithstanding whichever is cast first.
- g) We have also not considered Postal Ballots sent by persons who were not shareholders/members as on cut-off date i.e 10th April 2018.

E-Voting:

The Company has engaged the services of Karvy Computershare Private Limited ("KARVY") to provide e-Voting facility to the Members to exercise their right to vote by electronic means to transact the business detailed in the Notice. I got myself registered with KARVY as the scrutinizer and downloaded the voting details using my login details.

- a) The Equity Shareholders of the Company holding shares as on the "cut-off" date i.e. 10th April 2018, was entitled to vote on the Resolution as set out in the Notice of Postal Ballot and e-Voting.
- b) The e-Voting commenced on Saturday, 21 April 2018 at 09:00 a.m. and ended on Sunday, 20 May 2018 at 05:00 p.m. and thereafter, the e-Voting platform was disabled by KARVY.
- c) Thereafter, I unblocked the votes cast under e-Voting facility in the presence of two witnesses, Mr. Aditya Shah and Mr. Deepak Patel, who are not in the employment of the Company.
- d) I scrutinized and reviewed the voting through electronic means based on the data downloaded from the KARVY e-Voting system.
- e) In case Members had cast their votes by using both modes i.e. Postal Ballot and E-voting, then voting done through E-voting were only considered and voting done through Postal Ballot is treated as invalid, notwithstanding whichever is cast first.
- f) After the time fixed for closing of the poll by the Chairperson, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- g) The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the



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records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

- h) We found no invalid poll papers.
6. The Company has published an advertisement on 18th April 2018 in the Free Press Journal and Navshakti carrying the required information as specified in the rules.
7. The results of voting through remote e-voting, Postal Ballot and Poll are as under:

Resolution to be passed with requisite majority of the Shareholders:

Approval of the Composite Scheme of Arrangement and Amalgamation amongst UFO Moviez India Limited and Qube Cinema Technologies Private Limited and Qube Digital Cinema Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Composite Scheme of Arrangement and Amalgamation amongst UFO Moviez India Limited ("Applicant Company" or "Transferee Company 2" or "Transferor Company 3" or "Company") and Qube Cinema Technologies Private Limited ("Demerged Company") and Qube Digital Cinema Private Limited ("Resulting Company" or "Transferee Company 1" or "Transferor Company 2") and Moviebuff Private Limited ("Transferor Company 1") and PJSA Technosoft Private Limited ("Transferee Company 3") and their respective shareholders and creditors, placed before this meeting and initialled by the Chairperson of the Meeting for the purpose of identification, be and is hereby approved

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or



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Company Secretaries

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necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the National Company Law Tribunal, Mumbai Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem t and proper."

8. Based on the report on results of voting by Postal Ballot, e-voting and poll the resolution is passed with the requisite majority of public shareholders in terms of the SEBI Circular as under:

Resolution Required	Majority of Public shareholders of the Company
Whether promoter/ promoter group are interested in the resolution?	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100	Invalid Votes
Public Institutional Holders	E-Voting	1,22,13,085	1,15,44,687	94.5272	1,10,06,319	5,38,368	95.3367	4.6633	NIL
	Poll		-	0.0000	-	-	-	0.0000	NIL
	Postal Ballot		-	0.0000	-	-	-	0.0000	NIL
	Total		1,15,44,687	94.5272	1,10,06,319	5,38,368	95.3367	4.6633	NIL
Public-Non Institutions	E-Voting	76,22,464	28,37,159	37.2210	28,37,016	143	99.9950	0.0050	NIL
	Poll		4,976	0.0653	4,974	2	99.9598	0.0402	NIL
	Postal Ballot		5,860	0.0769	5,860	-	100.0000	0.0000	NIL
	Total		28,47,995	37.3632	28,47,850	145	99.9949	0.0051	NIL
Total	E-Voting	1,98,35,549	1,43,81,846	131.7482	1,38,43,335	5,38,511	96.2556	3.744	NIL
	Poll		4,976	0.0176	4,974	2	99.9598	0.040	NIL
	Postal Ballot		5,860	0.0769	5,860	-	100.0000	0.000	NIL
	Total		1,43,92,682	131.8426	1,38,54,169	5,38,513	96.2584	3.742	NIL



D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

NOTE:

- a) Out of the 15 Postal Ballot Forms, none of the Postal Ballot Forms were considered invalid.
 - b) The percentage of votes in favour and against is calculated on the total number of valid votes cast i.e on 10th April 2018
 - c) In case of Poll, out of 13 Shareholders who have voted valid votes, 12 Shareholders voted in favour and 1 Shareholder voted against the Resolution
 - d) In case of Postal Ballot, out of 15 Shareholders who have voted valid votes, 15 Shareholders voted in favour and none Shareholders voted against the Resolution.
 - e) In case of E-voting, out of 130 Shareholders who have voted valid votes, 125 Shareholders voted in favour and 5 Shareholders voted against the Resolution.
 - f) No Promoter/ Promoter Group Shareholder has participated in this postal ballot and E-voting process.
9. I hereby declare that the resolution is said to have been passed by the requisite majority in accordance with SEBI Circular as mentioned above, where the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.
10. The postal ballot forms and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the Chairperson considers, approves and signs the minutes and thereafter the same shall be returned to the Company.

Thanking you,
Yours faithfully,

For, D M Zaveri & Co
Company Secretaries


Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
CP No.: 4363

Place: Mumbai
Date: 21th May, 2018




Chairperson of the meeting