

November 3, 2021

To,
BSE Limited
 Corporate Relationship Department
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Fort,
 Mumbai – 400 001.
BSE Scrip Code: 539141

To,
National Stock Exchange of India Limited
 Exchange Plaza, 5th Floor, Plot No. C/1
 G Block, Bandra Kurla Complex,
 Bandra (East)
 Mumbai – 400 051.
NSE Scrip Code: UFO

Dear Sir / Ma’am,

Subject: Notice of Extra Ordinary General Meeting and E-voting

Dear Sir/Ma’am,

This is to inform you that the Extra Ordinary General Meeting (“**EGM**”) of the Company is scheduled to be held on Friday, November 26, 2021 at 03:00 p.m. (IST) through video-conference (“**VC**”) / other audio-visual means (“**OAVM**”) pursuant to applicable provisions of the Companies Act, 2013 (“**Act**”), the General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and June 23, 2021 issued by Ministry of Corporate Affairs (“**MCA Circulars**”) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and vide Circular dated January 15, 2021 issued by the Securities and Exchange Board of India (“**SEBI Circular**”) to transact the special business as set out in the Notice of the EGM dated November 03, 2021.

Pursuant to provisions of section 101 of the Act, MCA Circulars and SEBI Circular, the EGM Notice has been sent only in electronic mode to all those members whose names appear in the register of members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent of the Company or the Depository Participant(s) as on Friday, October 29, 2021.

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed herewith the Notice convening the EGM of the Company. The same is also hosted on the Company’s website at <https://www.ufomoviez.com/investor>

Brief details pertaining to EGM of the Company are as below:

Day, Date and time of EGM	Friday, November 26, 2021 at 03:00 p.m. IST
Mode	VC / OAVM
Web-link for participation through video conferencing	https://emeetings.kfintech.com/
Cut-off date for e-voting	Friday, November 19, 2021
Remote e-voting start date and time	Monday, November 22, 2021 at 09:00 a.m. IST
Remote e-voting end date and time	Thursday, November 25, 2021 at 05:00 p.m. IST

Thanking you,

Yours faithfully,

For **UFO Moviez India Limited**

Kavita Thadeshwar
Company Secretary

Encl: a/a



UFO Moviez India Limited

CIN: L22120MH2004PLC285453

Regd. Office : Valuable Techno Park, Plot No.53/1, Road No.07, Marol, MIDC, Andheri (East), Mumbai – 400 093

Tel: +91 (22) 4030 5060 / 11 Fax: +91 (22) 4030 5110

Email Id : investors@ufomoviez.com Website : www.ufomoviez.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of UFO Moviez India Limited (“the Company”) will be held on **Friday, 26th day of November, 2021 at 03:00 p.m. (IST) through Video Conference / Other Audio Visual Means**, to transact the following Special Business:

- 1. To create, offer, issue and allot Equity Shares on Preferential basis by way of private placement to Nepean Focused Investment Fund and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution**

To consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to (i) the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the “Act”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (BSE and NSE together, the “Stock Exchanges”) on which the equity shares of the Company are listed, (iv) provisions of the Memorandum and Articles of Association of the Company, as amended, and (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other consents as may be necessary and on such terms and conditions as may be prescribed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted / to be constituted Committee to exercise its powers under this resolution) and subject to the terms of the Share Subscription Agreement dated November 3, 2021 with 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 (“SSA”), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue, and allot on a private placement / preferential basis up to 93,99,933 (Ninety Three Lakhs Ninety Nine Thousand Nine Hundred and Thirty Three) equity shares having face value Rs. 10/- (Indian Rupees Ten) each (“Equity Shares”) at a per share price of Rs. 103.01/- (Indian Rupees One Hundred and Three and One Paise), for an aggregate consideration of Rs.96,82,87,098.33/- (Indian Rupees Ninety Six Crore Eighty Two Lakhs Eighty Seven Thousand Ninety Eight and Thirty Three Paise), to the following proposed allottee who does not belong to the promoter and promoter group of the Company on such further terms and conditions as set out in the SSA (“Preferential Issue”):

Name and PAN of the proposed allottee	Category
Nepean Focused Investment Fund, a scheme of investment of Nepean Investment Trust II, Category II Alternative Investment Fund registered with SEBI (" Proposed Allottee ") PAN - AADTN6999C	Public

RESOLVED FURTHER THAT in terms of Chapter V of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determining the price of the Equity Shares for the purposes of the Preferential Issue shall be October 27, 2021, as decided in accordance with Chapter V of the SEBI ICDR Regulations, being the date, which is 30 days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares to be issued shall rank *pari passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights).

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing this resolution in accordance with the terms of the SSA.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Equity Shares offered, issued and allotted to the Proposed Allottee on private placement / preferential issue basis shall be subject to applicable laws and the following terms and conditions:

- a) The Proposed Allottee of Equity Shares shall be required to pay 100% of the aggregate cash consideration, for the Equity Shares to be allotted, at the time of allotment of the Equity Shares.
- b) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee from its bank account.
- c) The pre-preferential shareholding of the Proposed Allottee (if any) and Equity Shares to be allotted shall be under lock in for such period as prescribed under Chapter V of the SEBI ICDR Regulations.
- d) The Equity Shares so offered, issued and allotted will be listed on BSE Limited and the National Stock Exchange of India Limited where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- e) No partly paid up Equity Shares shall be issued / allotted.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the consent of the Company is hereby accorded to record the name and address of the Proposed Allottee and issue the private placement offer cum application letter in Form PAS – 4, to the Proposed Allottee, inviting it to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolutions, the Board (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and execute all such documents, regulatory filings, certificates or instruments as it may, in its absolute discretion, deem necessary, desirable or expedient for the issuance and allotment of the Equity Shares and listing thereof on the Stock Exchanges as appropriate, or for filing of requisite documents with the Registrar of Companies, Depositories, SEBI, Stock Exchanges and/ or such other authorities for and on behalf of the Company, to decide and approve the other terms and conditions of the private placement/ preferential issue of the Equity Shares and to vary, modify, accept any alteration(s) or amendment(s) or correction(s) or modification(s), subject to the applicable laws, as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said equity shares, utilization of issue proceeds without being required to seek any further consent/ approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

2. Approval for change of Articles of Association of the Company:

To consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 as amended from time to time (“**Act**”), consent of the members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company and adopt new set of regulations in the 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 (“**SSA**”) and such new set of regulations in the Articles of Association shall become effective upon completion of the proposed preferential issue of Equity Shares proposed to be made by the Company to Nepean Focused Investment Fund in terms of the SSA.

RESOLVED FURTHER that the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider necessary or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors

Kavita Thadeshwar
Company Secretary
M. No. A18651

Date: November 3, 2021

Place: Mumbai

Registered Office:

Valuable Techno Park, Plot No.53/1,

Road No.07, Marol, MIDC,

Andheri (East), Mumbai- 400 093.

Notes:

1. In view of the ongoing COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and General Circular No. 10/2021 dated June 23, 2021 (collectively referred to as “**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“**SEBI**”) and in compliance with the provisions of the Companies Act, 2013 (“**the Act**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Company has decided to hold its Extra-ordinary General Meeting (“**EGM**”) through Video-conferencing (“**VC**”) or other audio visual means (“**OAVM**”) (hereinafter referred to as “**electronic means**”) i.e. without the physical presence of the members. The deemed venue for the EGM shall be the registered office of the Company.
2. The relevant explanatory statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons for the proposed resolutions concerning the item of the special business to be transacted at the EGM is annexed hereto and forms part of this notice.
3. Since this EGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM. In view of the above the proxy form, attendance slip and route map is not annexed to this notice.
4. In line with the MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the EGM has been uploaded on the website of the Company at <https://www.ufomoviez.com/investor>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company (“**RTA / KFinTech**”) at the website address <https://evoting.kfintech.com>.
5. The shareholders who have not registered their email-id are requested to register the same with their DPs in case shares are held in dematerialised form and with KFinTech in case shares are held in physical form, which could help the Company in sending paperless communication in future. The Company has also made available an email-id registration facility to its members through KFinTech, for the purpose of receiving all the communications in electronic mode. Members are requested to access the given link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to register their email address.
6. All documents referred to in this Notice shall be made available for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic, and will also be made available for inspection during the EGM.
7. Members seeking any statutory information or any other matter/ documents etc. in connection with the EGM of the Company, may please send a request to the Company via email at investor@ufomoviez.com.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The detailed instructions for joining the Meeting through VC/OAVM and e-voting before or during the EGM, form part of the notes to this Notice. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rule, 2014, the Board of Directors have appointed Mr. Vicky M. Kundaliya, Practicing Company Secretary (FCS: 7716 CP: 10989) as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The results declared along with the consolidated Scrutinizer’s Report shall be hosted on the website of the Company i.e. <https://www.ufomoviez.com/investor> and on the website of KFin Technologies Private Limited i.e. <https://evoting.kfintech.com> within 48 hours of the conclusion of the EGM. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.

10. Instructions for remote e-voting (before and during the EGM) and attending the EGM through VC/OAVM are given below:

INSTRUCTIONS FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Private Limited (“**KFintech**”), on all the resolutions set forth in this Notice.
- ii. However, in pursuance to SEBI circular no. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“**ESP**”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access the e-Voting facility.
- iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, November 19, 2021**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. The remote e-voting period commences on **Monday, November 22, 2021 at 09:00 a.m. (IST)** onwards and ends on **Thursday, November 25, 2021 at 05:00 p.m. (IST)**.
- vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vii. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM.
- viii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- ix. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned below under ‘Login method for remote e-voting for Individual shareholders holding securities in demat mode and instructions for attending the EGM of the Company through VC/OAVM’.

Details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders.

Step 2: Access to KFintech e-Voting system in case physical and non-individual shareholders.

Step 3: Access to join virtual meetings of the Company on KFintech e-Voting System and cast your vote electronically.

Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>a) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>b) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>c) Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Step 2: Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.–In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘UFO Moviez India Limited - EGM” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but

the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id vickyscrutinizer@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "UFO Moviez India Limited_Even No. 6361"
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Step 3: Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining EGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investors@ufomoviez.com. Questions /queries received by the Company till Wednesday, November 24, 2021 05:00 p.m. shall only be considered and responded during the EGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- viii. Facility of joining the EGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will opened from **Monday, November 22, 2021 to Wednesday, November 24, 2021**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will open from **Monday, November 22, 2021 to Wednesday, November 24, 2021**.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions ("FAQs") and E-voting user manual available at the download section of <https://evoting.kfintech.com> ("KFintech Website") or contact B Srinivas, at inward.ris@kfintech.com and evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - 1. Example for NSDL:
 - 2. MYEPWD <SPACE> IN12345612345678
 - 3. Example for CDSL:
 - 4. MYEPWD <SPACE> 1402345612345678
 - 5. Example for Physical:
 - 6. MYEPWD <SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Members who may require any technical assistance or support before or during the EGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated November 3, 2021 and forms part of the said Notice.

ITEM No. 1:

Preferential Allotment of Equity Shares

The Board of Directors ("**Board**") at their meeting held on Wednesday, November 3, 2021, subject to necessary approval(s), has approved the proposal for raising funds of Rs.96,82,87,098.33/- (Indian Rupees Ninety-Six Crore Eighty Two Lakhs Eighty Seven Thousand Ninety Eight and Thirty Three Paise) by way of issue of Equity shares on private placement / preferential issue basis to Nepean Focused Investment Fund, a scheme of investment of Nepean Investment Trust II, Category II Alternative Investment Fund registered with SEBI (the "**Proposed Allottee**"), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**").

The Company entered into a Share Subscription Agreement dated November 3, 2021 with 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 ("**SSA**").

Approval of the Members by way of the Special Resolution contained in Item No. 1 of the Notice is being sought inter alia in terms of Sections 23, 42, 62 of the Act and Chapter V of SEBI ICDR Regulations for the creation, offer, issue and allotment of 93,99,933 (Ninety Three Lakhs Ninety Nine Thousand Nine Hundred and Thirty Three) equity shares having face value Rs. 10/- (Indian Rupees Ten) each ("**Equity Shares**") at a per share price of Rs. 103.01/- (Indian Rupees One Hundred and Three and One Paise), for an aggregate cash consideration of Rs.96,82,87,098.33/- (Indian Rupees Ninety Six Crore Eighty Two Lakhs Eighty Seven Thousand Ninety Eight and Thirty Three Paise), to the Proposed Allottee.

The offer for the proposed allotment as mentioned above in Item 1 shall be made by way of issue of an offer letter (PAS-4) to be issued to Nepean Focused Investment Fund.

The existing authorised share capital of the Company is Rs. 2,09,55,00,000/- (Indian Rupees Two Hundred and Nine Crore Fifty Five Lakhs) divided into 5,30,50,000 (Five Crore Thirty Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- (Indian Rupees Ten) each and 15,65,000 (Fifteen Lakhs Sixty Five Thousand) preference shares of Rs. 1,000/- (Indian Rupees One Thousand) each.

The details of the issue and other particulars as required in terms of the SEBI ICDR Regulations and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

I. Objects of the Issue

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements and general corporate purpose, to support the future growth plans of the Company and to further invest in the subsidiaries and such other purpose as the Board may decide, subject to the applicable laws.

II. Relevant Date

The "Relevant Date" as per the SEBI ICDR Regulations as amended from time to time for determining the minimum price for the preferential issue and allotment of Equity Shares is October 27, 2021, being 30 days prior to the date of this Extraordinary General Meeting (i.e., November 26, 2021).

III. Pricing of Preferential Issue

The price of the equity shares to be issued is fixed at Rs. 103.01/- (Indian Rupees One Hundred and Three and One Paise) per Equity Share, which consists of Rs. 10/- (Indian Rupee Ten only) par value and Rs. 93.01/- (Indian Rupees Ninety Three and One Paise) as premium per Equity Share, in accordance with the price determined in terms of Regulation 164(4) of the SEBI ICDR Regulations and taking into account the valuation report dated November 3, 2021 issued by M/s. BDO Valuation Advisory LLP, a registered valuer ("**Valuation Report**").

IV. Basis on which price has been arrived at

The Equity Shares are listed on the BSE Limited and the National Stock Exchange of India Limited. The Equity Shares are frequently traded and the share prices on National Stock Exchange of India Limited being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price of the Equity Shares to be allotted pursuant to the private place / preferential issue to the Proposed Allottee, a Qualified Institutional Buyer in accordance with the SEBI ICDR Regulations.

The price per Subscription Share has been arrived at in accordance with the pricing guidelines prescribed under Regulation 164(4) of Chapter V of the ICDR Regulations, which shall be a price not less than the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised Stock Exchange during the two weeks preceding the Relevant Date.

M/s. BDO Valuation Advisory LLP, Registered Valuer have issued a valuation report dated November 3, 2021 in connection with the fair valuation of the equity shares of the Company for issuance of Equity Shares through preferential allotment.

V. Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer

None of the promoters, directors or key management personnel of the Company will apply /subscribe to any Equity Shares and they will not be making any contribution either as part of the Preferential Issue or separately in furtherance of the objects.

VI. Proposed time within which the allotment shall be completed

The allotment of the Equity Shares shall be completed within 15 (fifteen) days from the date of passing of the special resolution by the members.

VII. Class or classes of persons to whom the allotment is proposed to be made:

Body Corporate - Category II Alternate Investment Fund registered with SEBI.

VIII. Shareholding Pattern before and after the preferential issue of Equity Shares:

Category Code	Category of Shareholder	Pre-issue of Equity Shares		Post-Issue of Equity Shares	
		Pre-issue Shares held	% of Total Holding	Post-Issue Shares held	% of Total Holding
(A)	Promoters and Promoter Group				
1	Indian Promoters				
	Individual	11,77,019	4.15	11,77,019	3.12
	Bodies Corporate	74,91,521	26.42	74,91,521	19.84
	Sub-total	86,68,540	30.58	86,68,540	22.96
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub-total (A)	86,68,540	30.58	86,68,540	22.96
(B)	Public Shareholding				
1	Institutions				
(a)	Mutual Funds / UTI/ Banks/ FIs	Nil	Nil	Nil	Nil
(b)	Foreign Institutional Investors	Nil	Nil	Nil	Nil
(c)	Foreign Portfolio Investors	4,67,606	1.65	4,67,606	1.24
(d)	Alternative Investment Fund	Nil	0.00	93,99,933	24.90
	Sub-Total (B1)	4,67,606	1.65	98,67,539	26.14
2	Non-institutions				
(a)	Bodies Corporate	11,36,324	4.01	11,36,324	3.01
(b)	Individuals/ HUFs	1,69,90,513	59.93	1,69,90,513	45.01
(c)	Foreign Corporate Bodies	Nil	Nil	Nil	Nil
(d)	Non-Resident Indians	2,22,153	0.78	2,22,153	0.59
(e)	Foreign Nationals	87	0.00	87	0.00
(f)	Directors and relatives (other than mentioned under Promoter Holding)	6,73,313	2.37	6,73,313	1.78
(g)	Clearing Members	1,37,761	0.49	1,37,761	0.36
(h)	NRIs on Non-Repatriation	53,271	0.19	53,271	0.14
(i)	Trusts	1,233	0.00	1,233	0.00
	Sub-Total (B2)	1,92,14,655	67.77	1,92,14,655	50.90
	GRAND TOTAL (A)+(B)(1)+(B)(2)	2,83,50,801	100.00	3,77,50,734	100.00

Note:

The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of equity shares, including upon exercise of options granted under existing ESOP Schemes of the Company, and consequently the post-issue shareholding percentage of the Proposed Allottee mentioned above may also change.

IX. Identity of the Proposed Allottee, the percentage of post preferential issue capital that may be held by it and identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee(s):

Sr. No.	Name of the Proposed Allottee (s)	Category of Proposed Allottee	Pre-Issue Holding	% of Pre-Issue Capital	Number of Equity Shares to be Allotted	Post-Issue Holding	% of Post Issue Capital Equity	Ultimate beneficial ownership
1.	Nepean Focused Investment Fund, a scheme of investment of Nepean Investment Trust II, Category II Alternative Investment Fund PAN - AADTN6999C	Public	Nil	Nil	93,99,933	93,99,933	24.90%	The contributors to the Proposed Allottee are investors who have subscribed to the units of the Proposed Allottee. The Proposed Allottee is controlled by its investment manager, Nepean Capital LLP, a limited liability partnership firm incorporated under the Limited Liability Partnership Act 2008, whose ultimate beneficial owners are Mr. Gautam Trivedi and Mr. Anand Trivedi.

X. Change in Control

There will not be any change in the management control of the Company on account of the proposed Preferential Allotment.

XI. The number of persons to whom allotment on Preferential Basis already made during the year, in terms of no. of securities and price

The Company has not made any allotments on preferential basis during the past year, and therefore, the Company is not required to make disclosures under Rule 13(2)(d)(xi) of the Companies (Share Capital and Debentures) Rules, 2014.

XII. Holding of shares in the dematerialized form, non-disposal of shares by the proposed allottees and lock in period

The Proposed Allottee has not sold or disposed off any equity shares of the Company during the 6 (six) month period prior to the Relevant Date considered for the purposes of the preferential issue (i.e., October 27, 2021). The Equity Shares allotted shall be locked-in in accordance with the SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottee, if any, shall also be subject to the lock-in restrictions in terms of Chapter V of SEBI ICDR Regulations.

XIII. Auditors' Certificate

M/s. BSR & Co. LLP, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI ICDR Regulations. A copy of the certificate shall be made available for inspection up to the date of this Extraordinary General Meeting, on request received by the Company at investors@ufomoviez.com

XIV. Report of registered valuer:

Notwithstanding the interpretation of Article 14(1)(c) of the articles of association of the Company read with the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended, which exempts a listed company from determining the price of shares to be issued on a preferential basis by the valuation report of a registered valuer, in accordance with the articles of association of the Company, the price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely M/s. BDO Valuation Advisory LLP, registration no. IBBI/RV-E/02/2019/103 having office situated at The Ruby, Level 9, North-West Wing, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028.

XV. Re-computation of Issue Price:

Since the Company's equity shares are frequently traded and have been listed on a recognized Stock Exchange for more than 26 weeks prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued on preferential basis.

XVI. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case as the proposed allotment is made for consideration in cash.

XVII. Principle terms of assets charged as securities

Not applicable.

XVIII. Material terms of raising securities

As stated above.

XIX. Undertaking

1. The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
2. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of SEBI ICDR Regulations.
3. None of the Company's Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
4. None of the Company's Directors or Promoters and the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.
5. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

In accordance with the provisions of Sections 42 and 62 of the Companies Act, 2013 read with applicable rules and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said equity shares to the Proposed Allottee is being sought by way of a Special Resolution as set out in item no. 1 of the Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the members.

None of the Directors, Key Managerial Persons ("KMPs") of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed resolution.

ITEM No. 2:**Change of Articles of Association of the Company**

The existing Articles of Association of the Company consists of 2 parts- Part A and Part B. Part B of the Articles contains regulations reflecting the understanding between certain erstwhile shareholders of the Company prior to Initial Public Offering ('IPO').

The regulations in Part B ceased to be in effect immediately on the commencement of trading of the Equity Shares of the Company on the recognised stock exchanges pursuant to the IPO, except Article 136.3 and the related definition. It is therefore necessary to delete the inoperative regulations forming part of the Articles.

In addition to the above, the Company has entered into the Share Subscription Agreement dated November 3, 2021 with 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 ("**Proposed Investor**"), ("**SSA**") pursuant to approval accorded by the board at its meeting held on November 3, 2021. It is proposed to alter the Articles to incorporate certain provisions from the SSA in the Articles of the Company. Further, provisions in the existing articles which are not applicable to a listed company are proposed to be deleted from the Articles.

The Resolution at Item No. 2 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 2 in the accompanying Notice.

None of the Directors, Key Managerial Persons ("**KMPs**") of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed resolution.

By order of the Board of Directors

Kavita Thadeshwar
Company Secretary
M. No. A18651

Date: November 3, 2021

Place: Mumbai

Registered Office:

Valuable Techno Park, Plot No.53/1,
Road No.07, Marol, MIDC,
Andheri (East), Mumbai- 400 093.