NOTICE

NOTICE is hereby given that the Twenty-second Annual General Meeting of the Members of UFO Moviez India Limited ('**Company**') will be held on **Wednesday, 19th day of August, 2026 at 03:00 p.m. IST through Video Conference / Other Audio Visual Means**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint Mr. Gautam Trivedi (DIN: 02647162), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

3. To appoint Mr. Anand Trivedi (DIN: 02059249), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS:

4. Re - appointment of Mr. Sanjay Gaikwad (DIN: 01001173) as Managing Director

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, the Audit and Risk Management Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded for re - appointment of Mr. Sanjay Gaikwad (DIN: 01001173) as Managing Director of the Company, not liable to retire by rotation, for a further period of three years from October 17, 2026 to October 16, 2029, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including designation, remuneration / remuneration structure of Mr. Sanjay Gaikwad within the overall limits set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.**"**

By order of the Board of Directors

Kavita Thadeshwar
Company Secretary
Membership no.: A18651

Date: May 21, 2026
Place: Mumbai

Notes:

1. The Ministry of Corporate Affairs, Government of India ('**MCA**') vide its General Circular Nos. 20/2020 and 03/2025 dated May 05, 2020 and September 22, 2025 respectively, and other circulars issued in this respect ('**MCA Circulars**') allowed, inter alia, conduct of Annual General Meeting ('**AGM**') through Video Conferencing/ Other Audio-Visual Means ('**VC/ OAVM**') without the physical presence of the Members at a common venue.

   In compliance with the MCA Circulars, provisions of the Companies Act, 2013 ('**Act**') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), the **22nd AGM** of the Company will be conducted through VC/ OAVM, on **Wednesday, August 19, 2026 at 03:00 p.m. IST**. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Act relating to special business to be transacted at the AGM is annexed hereto. The relevant details required under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 ('**SS-2**') on General Meetings issued by the Institute of Company Secretaries of India in respect of the Directors seeking re-appointment at this AGM, are also annexed to this Notice.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars and provisions of the Listing Regulations through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

4. In line with the MCA Circulars and provisions of the Listing Regulations, the Notice of the AGM along with the Annual Report 2025-26 is being sent through electronic mode to those Members whose e-mail addresses are registered

with the Company/Depositories, unless the Member has specifically requested for a hard copy of the Annual Report. Further, in accordance with Regulation 36(1)(b) of the Listing Regulations a letter providing the web-link, including the exact path, where complete details of the Annual Report 2025-26 is available is being sent to those Members who have not so registered. The Notice convening the 22nd AGM and the Annual Report 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 the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also disseminated on the website of National Securities Depository Limited ('**NSDL**') being the agency for providing the Remote e-Voting facility and e-voting system during the meeting i.e. www.evoting.nsdl.com.

5. The Members can join the AGM 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 AGM, form part of the notes to this Notice.

   The attendance of the Members attending the AGM through VC/OAVM using their login credentials will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, Certificate from the Secretarial Auditors of the Company certifying that the employee stock option scheme of the Company is being implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity), Regulations, 2021 and any other relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their requests to the Company at investors@ufomoviez.com by mentioning their name and Folio number/DP ID and Client ID.

7. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Board of Directors have appointed Mr. Vicky M. Kundaliya, Practicing Company Secretary (FCS: 7716 CP: 10989) as the Scrutinizer to scrutinize the e-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 NSDL i.e. www.evoting.nsdl.com within two working days of the conclusion of the Meeting. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.

   Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vickyscrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

8. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 issued to all registered RTAs, has mandated all Members holding shares in physical form to furnish their PAN, Nomination and KYC details (Contact Details, Bank Account Details & Specimen Signature) with companies. Subsequently, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, has relaxed the condition of furnishing or updating of 'Choice of Nomination' against the folio. Folios of members holding physical securities who have not yet furnished these details have been frozen. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. A communication is being sent by the Company to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. The Members holding securities in physical form who have not yet updated their details are requested to submit the said details in the prescribed forms to the Company's RTA, KFintech at einward.ris@kfintech.com. The forms for updating the same are available at https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

   Members holding shares in electronic form are requested to submit any change in their KYC details to their depository participant(s).

9. In accordance with Regulation 40 of the Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Further, SEBI had vide its aforesaid Circular mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub division / Splitting of securities certificate, Consolidation of securities certificates / folios, Transmission and Transposition.

   Accordingly, Members are requested to make service requests in prescribed Form ISR-4 or ISR-5 as the case may be. The said forms can be downloaded from the website of the Company's RTA, KFintech at https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

10. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him/her singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.

11. Online Dispute Resolution (ODR) Portal was introduced by SEBI vide its Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023), which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for resolution of disputes arising in the Indian Securities Market. Please note that the investors are advised to initiate dispute resolution through the ODR portal at https://smartodr.in/login, only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

12. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('**IEPF Rules**') read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven consecutive years from the due date is required to be transferred to the Investor Education and Protection Fund ('**IEPF**'), constituted by the Central Government. Further, all shares in respect of which dividend remains unpaid or unclaimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('**IEPF Account**') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

    The Company had, accordingly transferred unpaid or unclaimed dividend amount of ₹ 3,27,450/- pertaining to Final Dividend for the Financial Year 2017 – 18 in September, 2025 to the IEPF. Further, 700 equity shares of ₹ 10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred to the IEPF Account in October, 2025.

    The Company has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company https://www.ufomoviez.com/investor.

    Pursuant to the SAKSHAM NIVESHAK – 100 days campaign launched by IEPF Authority, the Company has sent letters/email communication to all the shareholders having unpaid/unclaimed dividend, urging them to update their KYC and bank details and to claim their dividend before it gets transferred to IEPF.

    The Company requests the Members who have not encashed Dividend for the financial year 2018 - 19 or any subsequent dividend(s) declared by the Company, to make their claims to the Company's RTA, KFintech.

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

    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 Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited **('NSDL')**, on all the resolutions set forth in this Notice.

    ii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, August 12, 2026, 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.

    iii. **The remote e-voting period commences on Friday, August 14, 2026 at 09:00 a.m. IST onwards and ends on Tuesday, August 18, 2026 at 05:00 p.m. IST.**

    iv. Any non-individual Member who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com.

        Individual Members holding securities in demat mode, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may follow the login process mentioned hereinafter.

    v. 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.

    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 AGM.

vii. The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views by sending a request in advance mentioning their name, demat account number/ folio number, email id, mobile number at investors@ufomoviez.com from Friday, August 14, 2026 to Monday, August 17, 2026.The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time during the AGM. The Members who do not wish to speak during the Meeting but have queries may send their queries **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@ufomoviez.com. These queries shall be addressed at the AGM.

INSTRUCTIONS FOR E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Alternatively, for directly accessing the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing My Easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for Members for e-voting on the day of the AGM are as under

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Process for those shareholders whose email ids are not registered with the RTA / Company/ Depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice

i. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the duly filled in form ISR-1 uploaded on Company / RTA website along with relevant proof to the RTA, M/s KFin Technologies Limited, Unit: UFO Moviez India Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the scan copies of the documents may also be mailed to KFintech at einward.ris@kfintech.com duly e-Signed on the forms and all proofs.

   Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.

ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Assistant Vice President at evoting@nsdl.com.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants 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.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4

The Members of the Company, at the 19th Annual General Meeting held on September 12, 2023 had approved the appointment of Mr. Sanjay Gaikwad as Managing Director of the Company, for a period of three consecutive years i.e. from October 17, 2023 to October 16, 2026.

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, Audit and Risk Management Committee and subject to the approval of Members, had at its meeting held on May 21, 2026 re-appointed Mr. Sanjay Gaikwad as Managing Director of the Company, for a period of three consecutive years from the expiry of his present term of office i.e. w.e.f. October 17, 2026 till October 16, 2029 on the terms of remuneration set out herein below.

Mr. Sanjay Gaikwad has been the innovator and envisioner of the Company. His contribution has been immense and his strategic and techno-commercial guidance is the bedrock upon which the plans and market offerings of the Company and its subsidiaries are developed. He has contributed significantly to key strategic initiatives of the Company.

The Cinema Industry continues to remain volatile. Under the leadership and guidance of Mr. Gaikwad, the Company has undertaken various measures and is constantly exploring avenues for increasing its revenues.

The Board of Directors are of the opinion that appointment of Mr. Sanjay Gaikwad as Managing Director of the Company will be in the best interest of the Company.

The details of remuneration proposed to be paid to Mr. Sanjay Gaikwad are as under:

Remuneration proposed:

1. **Salary**

   ₹ 1.65 crores p.a.

2. **Perquisites / Allowances**

   Accommodation (furnished or otherwise) or house rent allowance in lieu thereof; special allowance, reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, servant salary, medical reimbursement; leave travel concession; company's contribution to provident fund and such other perquisites and allowances as may be allowed under the Company's rules or schemes and any other allowances, perquisites, benefits and facilities as the Board of Directors may approve from time to time.

   The above perquisites/allowances shall be valued as per Income-tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

3. **The total remuneration as per point (1) and (2) above shall be restricted to an amount of ₹ 4 crores p.a.**

   In addition to the perquisites and allowances listed out in point (2) above, the following facilities will also be provided or expenses reimbursed, which will not be included in the computation of ceiling mentioned at point (3) above:

   i. Contribution to Superannuation Fund, Annuity Fund and Gratuity as per rules of the Fund/Scheme in force from time to time to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

   ii. Provision of medical and accident insurance; company maintained cars, reimbursement of driver's salary, fuel and vehicle maintenance expenses for the official use, membership fees of one club in India and mobile, telephone and internet facility at residence.

4. **Annual Performance Incentive**

   Subject to the Nomination and Remuneration Committee's final determination based upon defined profitability and shareholders' value creation scheme parameters, Mr. Gaikwad will also be entitled for an annual performance incentive of ₹ 3 crores, ₹ 3.5 crores and ₹ 4 crores in respective years of his re-appointment.

Minimum remuneration:

In the event of absence of profits and/ or inadequacy of profits, in any financial year during the currency of tenure of Mr. Gaikwad, the payment of above remuneration by way of fixed pay, variable pay, annual performance incentive, perquisites, allowances and other benefits shall be made, notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other law for the time being in force, if any.

The statement containing additional information as required under Schedule V to the Act, Regulation 36 of the Listing Regulations and SS-2 with reference to Special Resolution at Item No. 4 is annexed to the Notice.

The Company has received his consent, declaration to the effect that he is not disqualified under Section 164(2) of the Act for being appointed as Director and he is not restrained from holding position of director in any listed company by virtue of any order of SEBI or any such authority along with other disclosures.

Accordingly, the Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

Except Mr. Sanjay Gaikwad being appointee director, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT W.R.T. ITEM NO. 4

<table>
<tr><td>I.</td><td colspan="2">General Information</td></tr>
<tr><td>1.</td><td>Nature of industry</td><td>Digital cinema distribution and in-cinema advertising</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>The Company is in operation since June 30, 2004</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>Consolidated (₹ in lacs)
<table>
<tr><th>Title</th><th>2023 - 24</th><th>2024 - 25</th><th>2025 - 26</th></tr>
<tr><td>Turnover</td><td>40,823.93</td><td>42,241.27</td><td>48,200.24</td></tr>
<tr><td>PBT</td><td>2,269.83</td><td>1,673.72</td><td>3,576.82</td></tr>
<tr><td>PAT</td><td>1,636.04</td><td>957.24</td><td>2,491.44</td></tr>
</table>
Standalone (₹ in lacs)
<table>
<tr><th>Title</th><th>2023 - 24 (Restated)</th><th>2024 - 25</th><th>2025 - 26</th></tr>
<tr><td>Turnover</td><td>33,157.06</td><td>33,188.17</td><td>37,745.38</td></tr>
<tr><td>PBT</td><td>1,012.43</td><td>1,151.59</td><td>2,257.02</td></tr>
<tr><td>PAT</td><td>611.23</td><td>407.03</td><td>1,611.21</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any.</td><td>As at March 31, 2026, FII / FVCI / Foreign Bodies Corporates, NRI, etc. holds 7,67,944 (1.98%) equity shares of the Company.</td></tr>
<tr><td>II.</td><td>Information about the appointee</td><td></td></tr>
<tr><td>1.</td><td>Background details, Job profile, their suitability, recognition and awards</td><td>Detailed profile of Mr. Sanjay Gaikwad to be appointed at this Annual General Meeting forms part of the explanatory statement at agenda item no. 4.</td></tr>
<tr><td>2.</td><td>Details of remuneration paid during financial year 2025 - 26</td><td>₹ 328.46 lacs</td></tr>
<tr><td>3.</td><td>Remuneration proposed</td><td>As per the explanatory statement provided with respect to agenda item 4.</td></tr>
<tr><td>4.</td><td>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</td><td>The proposed remuneration is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company.</td></tr>
<tr><td>5.</td><td>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.</td><td>Apart from the remuneration proposed to be paid, Mr. Sanjay Gaikwad, does not have any direct pecuniary relationship with the Company. There are certain transactions between the Company and companies in which Mr. Sanjay Gaikwad is a director /shareholder. Details of such related party transactions are disclosed in the financial statements of the Company. Mr. Sanjay Gaikwad does not have any direct or indirect pecuniary relationship with the managerial personnel or any other director.</td></tr>
</table>

III.	**Other information**	
1.	Reasons of ~~loss or~~ inadequate profits	The Cinema industry (especially Hindi language films) continues to remain volatile and is yet to see a complete recovery. This has adversely affected the Company's ability to maximize its revenue streams, especially from in-cinema advertisements since it is linked to the performance of the films at the box office and also because of significant reduction in advertisement spends by clients in Government Segment which used to constitute over 50% of the total Ad Revenue in the past.
2.	Steps taken or proposed to be taken for improvement	To overcome the difficult situation, the Company has undertaken various measures including enhancing the revenues from corporate and retail segments, cost optimization and focusing on various avenues for increasing its revenues.
3.	Expected increase in measurable terms in productivity and profits	Post the period of significant losses during Covid for past three years, the Company has become profitable and there has been 161% increase in PAT in FY26 over previous year and this growth is expected to continue.
IV.	**Disclosures**	The Company has not committed any default in payment of dues to any bank or public financial institution or non - convertible debenture holders or any other secured creditor.

Details of the Director seeking re-appointment in the forthcoming Annual General Meeting in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given hereunder:

Name of Director	Mr. Gautam Trivedi	Mr. Anand Trivedi	Mr. Sanjay Gaikwad
Date of Birth and Age	January 24, 1966 60 years	March 23, 1969 57 years	July 26, 1965 60 years
Date of Initial Appointment	December 09, 2021	December 09, 2021	October 17, 2008
Qualification	MBA in Finance & Accounting from the University of Southern California (USC) in Los Angeles, Bachelor's degree of Law and Bachelor's degree in Commerce from the Mumbai University.	MBA from Columbia Business School, Bachelor's degree of Law and Bachelor's degree in Commerce from the Mumbai University.	Bachelor's degree in Chemical Engineering and a Master's degree in Management Studies from the University of Mumbai.
Brief Resume and Experience and Expertise	More than three decades of experience in the Indian and Asian financial markets	More than three decades of experience in the financial industry including investing in public and private markets in both India and Asia	More than three decades of experience in the field of technology, finance, strategy, and general Corporate Management.
No. of Board meetings attended during the financial year 2025-26	5(6)	6(6)	6(6)
Directorship held in other Companies (excluding foreign companies)	i) Trivedi Consultants Private Limited ii) Anaheim Trading Private Limited iii) Extramarks Education India Private Limited iv) Landmark Cars Limited v) Maddock Films Private Limited vi) Raymond Realty Limited vii) Golden-Torch Education and Scholarship Foundation	i) Extramarks Education India Private Limited ii) Maddock Films Private Limited	i) Nifty Portfolio Services Private Limited ii) Valuable Media Private Limited iii) Impact Media Exchange Private Limited iv) Valuable Technologies Private Limited v) Qwik Entertainment India Private Limited vi) Valuable Destinations Private Limited vii) Neuralistic AI Private Limited viii) Goldencrest Financial Services Private Limited ix) Nisarg Building Art & Technology Private Limited x) Upmarch Media Network Private Limited
List of Membership / Chairmanship of Board Committees (Other companies)	i) Landmark Cars Limited – Chairman of Stakeholders Committee ii) Landmark Cars Limited – Chairman of Nomination and Remuneration Committee iii) Landmark Cars Limited – Member of Audit Committee iv) Raymond Realty Limited – Member of Stakeholders Relationship Committee	Nil	Nil
Other Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Shareholding in the Company as on date	Nil	Nil	917,229 (2.36%)
Relationship with other directors, manager and Key Managerial Personnel of the Company	Brother of Mr. Anand Trivedi, Non-Executive Director and not related to any other Director / Key Managerial Personnel	Brother of Mr. Gautam Trivedi, Non-Executive Director and not related to any other Director / Key Managerial Personnel	No relation
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Non-executive, Non-Independent Director, liable to retire by rotation. He is entitled to sitting fees for attending Board Meetings.	Non-executive, Non-Independent Director, liable to retire by rotation. He is entitled to sitting fees for attending Board Meetings.	Executive Director re-appointed for a period of three consecutive years, not liable to retire by rotation. Details of remuneration paid and proposed to be paid are provided in the Notice of the AGM.