

NOTICE

NOTICE is hereby given that the Twenty-first Annual General Meeting of the Members of UFO Moviez India Limited ('Company') will be held on **Tuesday, 19th day of August, 2025 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, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Ameya Hete (DIN: 01645102), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS:

3. **Re - appointment of Mr. Kanwar Bir Singh Anand (DIN: 03518282) as a Non - Executive Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, 197 and 198 read with Schedule IV, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable Regulations, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kanwar Bir Singh Anand (DIN:03518282), whose first term as an Independent Director expired on May 25, 2025 and who was re-appointed as an Additional Director in the category of Non - Executive Independent Director of the Company by the Board of Directors w.e.f. May 26, 2025, be and is hereby re-appointed as an Non - Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years i.e. May 26, 2025 upto May 25, 2030.

RESOLVED FURTHER THAT in addition to sitting fees payable for attending the meetings of the Board of Directors of the Company and Committees thereof, the Company be and is hereby authorised to pay to Mr. Kanwar Bir Singh Anand, during his tenure of appointment, commission on net profits of the Company for a financial year computed as per the provisions of Section 198, within the limits prescribed under Section 197 of the Act, in such manner, amount and proportion as the Board of Directors may determine from time to time.

RESOLVED FURTHER THAT in case of no profits / inadequate profits, consent of the Members be and is hereby accorded for payment of Remuneration to Mr. Kanwar Bir Singh Anand in accordance with the limits prescribed under Schedule V to the Act, in such manner, amount and proportion as may be directed by the Board of Directors of the Company.

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 are hereby severally authorised to take all necessary steps as may be necessary, proper and expedient to give effect to this Resolution."

4. **Re - appointment of Mr. Rajiv Batra (DIN: 00082866) as a Non - Executive Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, 197 and 198 read with Schedule IV, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable Regulations, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rajiv Batra (DIN: 00082866), whose first term as an Independent Director expired on June 14, 2025 and who was re-appointed as an Additional Director in the category of Non - Executive Independent Director of the Company by the Board of Directors w.e.f. June 15, 2025, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years i.e. June 15, 2025 upto June 14, 2030.

RESOLVED FURTHER THAT in addition to sitting fees payable for attending the meetings of the Board of Directors of the Company and Committees thereof, the Company be and is hereby authorised to pay to Mr. Rajiv Batra, during his tenure of appointment, commission on net profits of the Company for a financial year computed as per the provisions of Section 198, within the limits prescribed under Section 197 of the Act, in such manner, amount and proportion as the Board of Directors may determine from time to time.

RESOLVED FURTHER THAT in case of no profits / inadequate profits, consent of the Members be and is hereby accorded for payment of Remuneration to Mr. Rajiv Batra, during the tenure of appointment, in accordance with the limits prescribed under Schedule V to the Act, in such manner, amount and proportion as may be directed by the Board of Directors of the Company.

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.”

5. Re - appointment of Ms. Swati Mohan (DIN: 06377656) as a Non - Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, 197 and 198 read with Schedule IV, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable Regulations, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Swati Mohan (DIN: 06377656), whose first term as an Independent Director expired on June 14, 2025 and who was re-appointed as an Additional Director in the category of Non - Executive Independent Director of the Company by the Board of Directors w.e.f. June 15, 2025, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years i.e. June 15, 2025 upto June 14, 2030.

RESOLVED FURTHER THAT in addition to sitting fees payable for attending the meetings of the Board of Directors of the Company and Committees thereof, the Company be and is hereby authorised to pay to Ms. Swati Mohan, during her tenure of appointment, commission on net profits of the Company for a financial year computed as per the provisions of Section 198, within the limits prescribed under Section 197 of the Act, in such manner, amount and proportion as the Board of Directors may determine from time to time.

RESOLVED FURTHER THAT in case of no profits / inadequate profits, consent of the Members be and is hereby accorded for payment of Remuneration to Ms. Swati Mohan, during the tenure of appointment, in accordance with the limits prescribed under Schedule V to the Act, in such manner, amount and proportion as may be directed by the Board of Directors of the Company.

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.”

6. Re-appointment of Mr. Rajesh Mishra (DIN: 00103157) as an Executive Director and Group CEO of the Company

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 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 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. Rajesh Mishra (DIN: 00103157) as an Executive Director & Group CEO of the Company for a further period of three years w.e.f. June 18, 2025 to June 17, 2028, 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. Rajesh Mishra 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.”

7. Appointment of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, for a period of five years from FY26, as the Secretarial Auditors of the Company and fix their remuneration

To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable Regulations, and pursuant to the recommendation of the Audit and Risk Management Committee and the Board of Directors of the Company, M/s. Makarand M. Joshi & Co., Peer Reviewed firm of Company Secretaries (Firm Registration No. P2009MH007000), be and are hereby appointed as the Secretarial Auditors of the Company for the term of five consecutive years i.e. from Financial Year 2025 – 26 to Financial Year 2029 – 30 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

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

Date: May 22, 2025

Company Secretary

Place: Mumbai

Membership no.: A18651

Notes:

1. The Ministry of Corporate Affairs, Government of India ('MCA') vide its General Circular Nos. 20/2020 and 09/2024 dated May 05, 2020 and September 19, 2024 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') on or before September 30, 2025. Further, the Securities and Exchange Board of India ('SEBI') vide its Master Circular dated November 11, 2024 read with Circular dated October 03, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the MCA Circulars, provisions of the Companies Act, 2013 ('Act') and the Listing Regulations, the **21st AGM**

of the Company will be conducted through VC/ OAVM, on **Tuesday, August 19, 2025 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 with respect to Item nos. 3 to 7 of the Notice 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 SEBI Circulars 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 the SEBI Circulars, the Notice of the AGM along with the Annual Report 2024-25 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, a letter providing the web-link, including the exact path, where complete details of the Annual Report 2024-25 is available is being sent to those Members who have not so registered. The Notice convening the 21st 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 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) 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 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 SEBI 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 and RTA, as available on the website of 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 28, 2023), which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. 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 ₹ 3.89 lacs pertaining to Final Dividend for the Financial Year 2016 – 17 in November, 2024 to the IEPF. Further, 11,081 equity shares of ₹ 10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred to the IEPF Account in November, 2024.

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>.

Members who have not encashed Final Dividend for the financial year 2017 - 18 or any subsequent dividend(s) declared by the Company, are advised 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 SEBI Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 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 **Tuesday, August 12, 2025, 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 Thursday, August 14, 2025 at 09:00 a.m. (IST) onwards and ends on Monday, August 18, 2025 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 Thursday, August 14, 2025 to Sunday, August 17, 2025. 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 in advance **7 days prior to 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.	<ol style="list-style-type: none"> 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. 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 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 hold 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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.

Type of shareholders	Login Method
	<p>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.</p> <p>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 directly access the system of all e-Voting Service Providers.</p>
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 abovementioned 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.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 casted 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 in 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 through your registered email ID with KFinTech at the mail id 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. Amit Vishal, Deputy Vice President, NSDL 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. 3, 4 & 5

The Members of the Company, at the 18th Annual General Meeting held on August 23, 2022 had approved the appointment of Mr. Kanwar Bir Singh Anand (**'KBS Anand'**), Mr. Rajiv Batra and Ms. Swati Mohan as Independent Directors (collectively referred as **'Independent Directors'**) of the Company, for a period of three consecutive years (**'First term'**).

First term of appointment of Mr. KBS Anand as an Independent Director of the Company was upto May 25, 2025 and of Mr. Rajiv Batra and Ms. Swati Mohan was upto June 14, 2025. The said Independent Directors were eligible for re-appointment as Independent Directors for a second term.

Based on the recommendation of the Nomination and Remuneration Committee (**'NRC'**), the Board of Directors at its meeting held on May 22, 2025, subject to the approval of the members of the Company, had re-appointed:

- i) Mr. KBS Anand as an Additional Director in the category of Independent Director, to hold office for a second term of 5 (five) consecutive years commencing from May 26, 2025 to May 25, 2030, not liable to retire by rotation and
- ii) Mr. Rajiv Batra and Ms. Swati Mohan as Additional Directors in the category of Independent Directors, to hold office for a second term of 5 (five) consecutive years commencing from June 15, 2025 to June 14, 2030, not liable to retire by rotation.

The NRC amongst other matters considers, leadership capabilities, expertise in corporate governance, business management, risk management, rich educational background as the skills required for the role of Independent Directors. Based on the outcome of the performance evaluation of Mr. KBS Anand, Mr. Rajiv Batra and Ms. Swati Mohan during their first term of appointment, the NRC and the Board of Directors are of the view that the said Independent Directors continue to possess appropriate skills, expertise and competencies that align with the role of Independent Directors of the Company. Considering the valuable contribution during their first term of appointment, skills, competencies and the vast experience of the Independent Directors, re-appointment of the Independent Directors would be of immense benefit to the Company.

Brief profile of the Independent Directors is as under:

Mr. KBS Anand

Mr. KBS Anand is a Mechanical Engineer from the IIT, Bombay and has completed Post Graduate Diploma in Business Management from the IIM, Kolkata with a specialization in Marketing.

A veteran of the paint industry, Mr. KBS Anand was associated with Asian Paints Limited for over four decades. He served the Company in various capacities starting in the year 1979 in Sales and Marketing function and headed the Company as Managing

Director & CEO of Asian Paints Limited effective April 1, 2012 until his superannuation till March, 2020.

During his association with Asian Paints, Mr. KBS Anand has been recipient of some of the most prestigious Indian and Global recognitions for business leaders. He won the award for being the most "Entrepreneurial CEO" by EY Entrepreneur of the Year 2019. He was nominated as the 'Best CEO – Private Sector' at the Forbes Leadership Awards in 2016 and was also awarded the Qimpro Gold Standard in Business for Quality in 2017.

Mr. Rajiv Batra

Mr. Rajiv Batra is an Economics Honors graduate from Shriram College of Commerce and a qualified Chartered Accountant. He brings an experience of nearly four decades in Finance, Accounting and General Management across India and the United States of America. He is a Seasoned and Successful finance professional, well respected within India Industry, and Highly Experienced in all aspects of Finance including Statutory and Internal audits, Budgeting and Financial Controls, IT and Banking, Accounting and Taxation.

Mr. Batra was associated for 15 years with Modi Xerox, which eventually became Xerox in India as one of the founding employees and later elevated as the Chief Financial Officer of Xerox in India. Subsequently, he moved to Xerox Inc. Headquarters based at Stamford Connecticut, USA and assumed the role of Chief Financial Officer of one of the three geographies.

Mr. Batra worked as Chief Financial Officer of Digital Equipment Limited, a listed Subsidiary of the US \$ 8 Billion Corporation, and has worked with Cummins India Limited, as its Chief Financial Officer, where he handled additional portfolios alongside the Finance function. He was also a Financial Mentor of PI Industries, at the Group Level.

Ms. Swati Mohan

Ms. Swati Mohan is an English Literature Honors graduate and has done her Masters in TV and Film from the University of London. Over the past two decades, Ms. Mohan has played a key role in growing global Media & Tech businesses in India.

In her last role, she was the Chief Business Officer of the Sequoia funded Pet Care Company Heads up for Tails, where she led their digital transformation. Before that, she was the head of marketing at the global streaming giant Netflix and was part of the core leadership team in the first few years of operation of Netflix in India. Prior to that she was the Country General Manager of the National Geographics Network in India. She has also led large business verticals in leadership roles in media companies such as GroupM, Endemol & more across India & APAC.

An award winning leader, Ms. Mohan has many accolades to her name such as The Economic Times 40 under Forty (2019), CMO for Growth (2020), and IMPACT Women to watch out for (2018).

Currently, she is an advisor to a host of consumer tech brands from large scale unicorns to early stage start-ups in their journey to build sustainable businesses and meaningful brands. Some of the Brands she has advised include CRED, Sugar Cosmetics and Kiwi amongst others.

The Company has received a Notice in writing from member of the Company under Section 160 of the Companies Act, 2013 ('Act') proposing the candidature of the Independent Directors for the office of Director.

The Company has received from the Independent Directors:

- i) consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii) confirmation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Section 164(2) of the Act from being appointed as Director;
- iii) confirmation that they meet the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations;
- iv) declaration under Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 as regards registration with the Independent Directors databank maintained by the Indian Institute of Corporate Affairs, Ministry of Corporate Affairs, Government of India alongwith the other disclosures.
- v) confirmation that in terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge his duties as an Independent Director of the Company;
- vi) that they are not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority and other relevant documents;

In the opinion of the Board, the Independent Directors fulfills the conditions specified in the Act, Rules made thereunder and the Listing Regulations, for appointment as Independent Directors of the Company and are independent of the management of the Company.

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. 3, 4 & 5 is annexed to the Notice.

In accordance with the provisions of Section 149 read with Schedule IV and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, re-appointment of Independent Directors requires approval of members of the Company by passing a special resolution.

Accordingly, the Board recommends passing of the Resolution at Item No. 3, 4 & 5 of the Notice as a Special Resolution.

Except the Independent Directors being the appointee directors, none of the Director 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. 3, 4 and 5.

Item no. 6

The Members of the Company, at the 18th Annual General Meeting held on August 23, 2022 had approved the appointment of Mr. Rajesh Mishra as Executive Directors & Group CEO of the Company, for a period of three consecutive years i.e. from June 18, 2022 to June 17, 2025.

The Board of Directors, on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, had at its meeting held on May 22, 2025 re-appointed Mr. Rajesh Mishra, as Executive Director and Group CEO of the Company, for a period of three consecutive years from the expiry of his present term of office i.e. w.e.f. June 18, 2025 till June 17, 2028 on the terms of remuneration set out herein below.

Mr. Rajesh Mishra is a qualified Chartered Accountant and has more than 35 years of experience in media, films, television and the print industry.

He started his career in the media industry with a leading film production company as Head of Production. Post this stint he went on to join the Zee Network, and as General Manager – Legal and Commercial where he was in charge of the legal and content procurement departments. Thereafter, he started his own television production company but later moved back to corporate life and joined Bennett, Coleman & Co. Ltd (The Times of India Group) as General Manager – Corporate Affairs. In this role, he handled Strategic Alliances and Mergers and Acquisitions.

He has been associated with the Company since inception as one of the founding employees, spearheading the Digital Cinema rollout in India as COO- Indian Operations. Prior to his appointment as an Executive Director in 2022, he was the President and Group CEO of the Company, where he was responsible for the overall operations of the Company.

Mr. Mishra as Executive Director and Group CEO continues to lead the entire operations of the Company. He plays a key role in implementation of the recent organization restructuring exercise undertaken by the Company.

Under the able leadership and guidance of Mr. Mishra, the Company will be able to tide over the challenges posed before it. The Board of Directors are of the opinion that appointment of Mr. Rajesh Mishra as an Executive Director and Group CEO of the Company will be in the best interest of the Company.

The details of remuneration proposed to be paid to Mr. Rajesh Mishra are as under:

Remuneration proposed:

1. Basic Salary:

In the scale of ₹ 1,25,00,000/- p.a. (Rupees One Crore Twenty Five Lacs only) to ₹ 1,45,00,000 p.a. (Rupees One Crore Forty Five Lacs only).

2. Perquisites / Allowances:

In addition to the basic salary, the appointee shall also be entitled to the following perquisites / allowances: accommodation (furnished or otherwise) or house rent allowance in lieu thereof; 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, allowances, benefits and facilities as may be allowed under the Company's rules or schemes as approved by the Board of Directors 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.

Items and expenses listed out in serial nos. 4, 5 and 6 do not form part of the perquisites and allowances listed out above; and will not be included in the computation of ceiling on remuneration mentioned at (3) below.

3. The total remuneration as per (1) and (2) above shall not exceed ₹ 2,50,00,000 p.a. (Rupees Two Crores Fifty Lacs only) during the first year of appointment, with an annual increment of 8%, subject to a ceiling of ₹ 2,90,00,000/- p.a. (Rupees Two Crores Ninety Lacs only).

In addition to the perquisites and allowances listed out in serial no. 2 above, the following facilities will also be provided or expenses reimbursed.

4. Contribution to Superannuation Fund, Annuity Fund and Gratuity as per the policy / rules of the Company.
5. 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.
6. Perquisite value arising out of Employee Stock Option / Restricted Stock Units/ Stock Appreciation Rights or other such share based benefits, to which the appointee may be entitled, as per the schemes framed by the Company from time to time.

7. Annual Performance Incentive:

In addition to the above, and subject to the Nomination and Remuneration Committee's final determination, based upon defined parameters, the appointee will also be entitled for an annual performance incentive not exceeding ₹ 1,50,00,000 (Rupees One Crore Fifty Lacs Only).

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. Rajesh Mishra as an Executive Director, the payment of above remuneration by way of basic salary, 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 Act or under the provisions of Listing Regulations 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. 6 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 alongwith other disclosures.

Accordingly, the Board recommends passing of the Resolution at Item No. 6 of the Notice as a Special Resolution.

Except Mr. Rajesh Mishra being appointee director, none of the Director 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. 6.

Item no. 7

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit and Risk Management Committee, the Board, at its Meeting held on May 22, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Makarand M. Joshi & Co., Peer Reviewed firm of Company Secretaries (Firm Registration No. P2009MH007000) ('MMJC') as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025 – 26 to 2029 – 30.

MMJC is a leading firm of Practicing Company Secretaries with over 25 years of excellence in Corporate Governance and Compliance. MMJC is widely recognized for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, FEMA Regulations, and Merger & Acquisition.

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MMJC had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of Regulation 24A (1A) of the SEBI Listing Regulations.

The Board of Directors has approved a remuneration of ₹ 2.50 lacs for conducting the audit for the Financial Year 2025 - 26, excluding applicable taxes and reimbursement of out-of-pocket expenses at actuals. The remuneration during the tenure of the appointment of MMJC shall be fixed by the Board of Directors in consultation with the Audit and Risk Management Committee, in such manner and to such extent as may be mutually agreed

with MMJC.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of MMJC as Secretarial Auditors of the Company and passing of the Ordinary Resolution set out at Item No. 7 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT W.R.T. ITEM NO. 3 to 6

I.	General Information																																			
1.	Nature of industry	Digital cinema distribution and in-cinema advertising																																		
2.	Date or expected date of commencement of commercial production	The Company is in operation since June 30, 2004																																		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																		
4.	Financial performance based on given indicators	<div><div>Consolidated</div><div>(₹ in lacs)</div><table><tr><th>Title</th><th>2022 – 23</th><th>2023 - 24</th><th>2024 - 25</th></tr><tr><td>Turnover</td><td>39,591.92</td><td>40,823.93</td><td>42,241.27</td></tr><tr><td>PBT</td><td>(1447.21)</td><td>2,269.83</td><td>1,673.72</td></tr><tr><td>PAT</td><td>(1320.82)</td><td>1,636.04</td><td>957.24</td></tr></table><div><div>Standalone</div><div>(₹ in lacs)</div><table><tr><th>Title</th><th>2022 - 23 (Restated)</th><th>2023 - 24 (Restated)</th><th>2024 - 25</th></tr><tr><td>Turnover</td><td>29,727.27</td><td>33,157.06</td><td>33,188.17</td></tr><tr><td>PBT</td><td>(2,665.50)</td><td>1,012.43</td><td>1,151.59</td></tr><tr><td>PAT</td><td>(2,192.44)</td><td>611.23</td><td>407.03</td></tr></table></div></div>			Title	2022 – 23	2023 - 24	2024 - 25	Turnover	39,591.92	40,823.93	42,241.27	PBT	(1447.21)	2,269.83	1,673.72	PAT	(1320.82)	1,636.04	957.24	Title	2022 - 23 (Restated)	2023 - 24 (Restated)	2024 - 25	Turnover	29,727.27	33,157.06	33,188.17	PBT	(2,665.50)	1,012.43	1,151.59	PAT	(2,192.44)	611.23	407.03
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PAT	(2,192.44)	611.23	407.03																																	
5.	Foreign investments or collaborations, if any.	As at March 31, 2025, FII / FVCI / Foreign Bodies Corporates, NRI, etc. holds 7,81,830 (2.01%) equity shares of the Company.																																		
II.	Information about the appointee																																			
1.	Background details, Job profile, their suitability, recognition and awards	Detailed profile of Mr. KBS Anand, Mr. Rajiv Batra, Ms. Swati Mohan and Mr. Rajesh Mishra to be appointed at this Annual General Meeting forms part of the explanatory statement at agenda item no. 3 to 6 respectively.																																		
2.	Details of remuneration paid (excluding sitting fees and ESOP perquisite), during financial year 2024 - 25	<div>(₹ in lacs)</div> <table><tr><th>Mr. KBS Anand</th><th>Mr. Rajiv Batra</th><th>Ms. Swati Mohan</th><th>Mr. Rajesh Mishra</th></tr><tr><td>19</td><td>9</td><td>7</td><td>206.80</td></tr></table>			Mr. KBS Anand	Mr. Rajiv Batra	Ms. Swati Mohan	Mr. Rajesh Mishra	19	9	7	206.80																								
Mr. KBS Anand	Mr. Rajiv Batra	Ms. Swati Mohan	Mr. Rajesh Mishra																																	
19	9	7	206.80																																	
3.	Remuneration proposed	As per the explanatory statement provided with respect to agenda items 3 to 6.																																		

4.	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)	Considering the profile of the Directors and their responsibilities, the proposed remuneration is in line with remuneration drawn for similar positions in the Industry.
5.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	The Independent Directors do not have any pecuniary relationship with the Company except to the extent of sitting fees, commission or remuneration and reimbursement of out of pocket expenses for attending the meetings. Apart from remuneration proposed to be paid, Mr. Rajesh Mishra, does not have any direct or indirect pecuniary relationship with the Company or managerial personnel or any other director.
III.	Other information	
1.	Reasons of loss or inadequate profits	Under the leadership and guidance of the Management, the Company could tide over through the most difficult Covid times which adversely impacted Cinema industry the most. Post Covid, the Cinema industry (especially Hindi language films) continues to remain volatile and is yet to see a complete recovery. This has adversely affected the full recovery in Company's revenues to its pre – covid level, especially from in-cinema advertisements since it is linked to the performance of the films at the box office.
2.	Steps taken or proposed to be taken for improvement	To overcome the difficult situation, the Company has undertaken various measures including cost optimization and is constantly exploring avenues for increasing its revenues and bringing it back to pre – Covid level.

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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. Kanwar Bir Singh Anand	Mr. Rajiv Batra	Ms. Swati Mohan
Date of Birth and Age	August 30, 1955 69 years	September 30, 1955 69 years	August 10, 1978 46 years
Date of Initial Appointment	May 26, 2022	June 15, 2022	June 15, 2022
Qualification	B. Tech (Mechanical) from Indian Institute of Technology (IIT), Bombay, and PGDM, Indian Institute of Management (IIM), Kolkata	BA (Hons) Economics and Member of the Institute of Chartered Accountants of India	Masters in Film & Television from Goldsmiths College, University of London, United Kingdom and English Literature Honors Graduate
Brief Resume and Experience and Expertise	More than four decades of experience of working in various capacities such as Sales & Marketing function and as Managing Director & CEO.	More than four decades of experience in Finance and Accounting across India and US.	Around two decades of experience in growing global Media & Tech businesses
No. of Board meetings attended during the financial year 2024-25	9(10)	10(10)	10(10)
Directorship held in other Companies (excluding foreign companies)	i) Bharat Forge Limited ii) Borosil Limited iii) Galaxy Surfactants Limited iv) Lupin Limited v) Tata Chemicals Limited	i) The Hi-tech Gears Limited ii) Mi Torica India Private Limited iii) MITIL Polymer Private Limited iv) UNO Minda Limited v) UNOMINDA EV Systems Private Limited vi) Uno Minda Buehler Motor Private Limited	Nil
List of Membership / Chairmanship of Board Committees (Other companies)	i) Bharat Forge Limited – Chairman of Audit Committee ii) Borosil Limited – Member of Audit Committee iii) Galaxy Surfactants Limited – Member of Audit Committee iv) Lupin Limited -Chairman of Stakeholders Relationship Committee & Member of Audit Committee v) Tata Chemicals Limited - Member of Audit Committee	i) The Hi-tech Gears Limited – Chairman of Audit Committee ii) Mi Torica India Private Limited - Chairman of Audit Committee iii) MITIL Polymer Private Limited - Chairman of Audit Committee iv) UNO Minda Limited – Chairman of Audit Committee v) UNOMINDA EV Systems Private Limited – Member of Audit Committee vi) Uno Minda Buehler Motor Private Limited - Member of Audit Committee	Nil
Other Listed entities from which the Director has resigned in the past three years	N.A.	N.A.	N.A.
Shareholding in the Company as on date	Nil	Nil	Nil
Relationship with other directors, manager and Key Managerial Personnel of the Company	N.A.	N.A.	N.A.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Re-appointed as Independent Director for a period of five consecutive years w.e.f. May 26, 2025. Details of remuneration paid and proposed to be paid are provided in the Notice of the AGM.	Re-appointed as Independent Director for a period of five consecutive years w.e.f. June 15, 2025. Details of remuneration paid and proposed to be paid are provided in the Notice of the AGM.	Re-appointed as Independent Director for a period of five consecutive years w.e.f. June 15, 2025. Details of remuneration paid and proposed to be paid are provided in the Notice of the AGM.

Name of Director	Mr. Ameya Hete	Mr. Rajesh Mishra
Date of Birth and Age	November 28, 1975 49 years	February 11, 1966 59 years
Date of Initial Appointment	October 17, 2008	June 18, 2022
Qualification	Bachelor's degree in Industrial Engineering from the University of Nagpur and a Master's degree in Industrial Engineering from the Binghamton University, New York, United States of America.	Bachelor's Degree in Commerce from the Mumbai University and Member of the Institute of Chartered Accountants of India
Brief Resume and Experience and Expertise	More than two decades of experience in the field of engineering and general corporate management.	More than three decades of experience in media, films, television and the print industry.
No. of Board meetings attended during the financial year 2024-25	7(10)	10(10)
Directorship held in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> i) Valuable Infra-Tech Private Limited ii) Valuable Infrastructure Private Limited iii) Asiastar City Holdings Private Limited iv) Goldencrest Financial Services Private Limited v) Valuable Technologies Private Limited vi) Qwik Entertainment India Private Limited vii) Valuable RINGS Infrastructure Private Limited viii) Impact Media Exchange Private Limited ix) Valuable Innovations Private Limited x) Valuable Edutainment Private Limited xi) Titbit Interactive Systems Private Limited xii) Sky N Land Video Networks Private Limited xiii) Kongo Educational Services Private Limited xiv) Valuable Media Private Limited xv) Sentinel Telecom Private Limited xvi) Mag5 Innovations Private Limited 	<ul style="list-style-type: none"> i) Upmarch Media Network Private Limited
List of Membership / Chairmanship of Board Committees (Other companies)	Nil	Nil
Other Listed entities from which the Director has resigned in the past three years	N.A.	N.A.
Shareholding in the Company as on date	2,42,797 (0.63%)	1,16,149 (0.30%)
Relationship with other directors, manager and Key Managerial Personnel of the Company	N.A.	N.A.
Terms and conditions of appointment or reappointment 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 or Committee Meetings.	Executive Director re-appointed for a period of three consecutive years. Details of remuneration paid and proposed to be paid are provided in the Notice of the AGM.