



## UFO MOVIEZ INDIA LIMITED

(CIN: L22120MH2004PLC285453)

**Registered Office and Corporate Office:** Valuable TechnoPark, Plot No. 53 / 1, Road No. 7, MIDC, Marol, Andheri (East), Mumbai – 400 093, India  
**Tel:** +91 (22) 4030 5060 / 11 **Fax:** +91 (22) 4030 5110, **Email:** investors@ufomoviez.com **Website:** www.ufomoviez.com

### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (hereinafter referred to as "the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the Members of UFO Moviez India Limited (hereinafter referred to as "the Company") that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting. The explanatory statements pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as 'the Postal Ballot Form') for your consideration and voting.

The Board of Directors of the Company, at the meeting held on Tuesday, April 3, 2018, has appointed Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary, Mumbai as the Scrutinizer, for conducting the postal ballot (physical & e-voting) process in accordance with law, in a fair and transparent manner.

The business of the postal ballot shall also, in addition to physical voting, be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agent (RTA). The e-voting period commences on Saturday, April 14, 2018, at 9.00 a.m. and ends on Sunday, May 13, 2018 at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Sunday, May 13, 2018. Please note that any Postal Ballot Form(s) received after Sunday, May 13, 2018, will be treated as not received. The Scrutinizer will be submitting his report to the Chairman or in his absence, any Director authorised by the Board or the Company Secretary of the Company, after completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Tuesday, May 15, 2018 at 11.00 a.m. at the registered office of the Company situated at Valuable TechnoPark, Plot No. 53 / 1, Road No. 7, MIDC, Marol, Andheri (East), Mumbai – 400 093 and will be displayed on the notice board at the registered office of the Company. The results of the postal ballot will also be posted on the Company's website [http://www.ufomoviez.com/Shareholder\\_Communication.aspx](http://www.ufomoviez.com/Shareholder_Communication.aspx) and M/s. Karvy Computershare e-voting website i.e. <https://evoting.karvy.com> besides communicating to the stock exchanges where the Company's shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on Sunday, May 13, 2018. Members requiring any clarifications on e-voting may contact M/s. Karvy Computershare Private Limited on toll free number 1800 3454001 or by email [einward.ris@karvy.com](mailto:einward.ris@karvy.com).

### Proposed Resolutions

#### Item No. 1:

#### **Approval of repricing of options along with extension of exercise period under 'UFO Moviez India Limited – Employee Stock Option Scheme – 2014' for the benefit of existing option grantees under employment of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the provisions of Regulation 7(5) read with Regulation 7(2) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and as recommended by the Compensation Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to reprice the options granted under the 'UFO Moviez India Limited - Employee Stock Option Scheme-2014' ("ESOP-2014"/ "Scheme"), whether or not those have been vested, by bringing the exercise price of such options down from Rs.600/- to Rs.400/- per option, along with extension of exercise period of such options as originally prescribed under the Scheme from existing 2 years to an exercise period upto December 11, 2020 with a view to provide a reasonable time to the existing option grantees being the eligible employees of the Company to take the benefit of re-pricing in line with corporate growth in future.

**RESOLVED FURTHER THAT** necessary amendment being made in the Scheme to give effect to implement the abovementioned resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Compensation Committee of Directors which has been duly constituted by the Board, inter alia, to act as the Compensation Committee under Regulation 5 of SEBI SBEB Regulations and to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the Scheme from time to time as permitted under and in due compliance with provisions of the Companies Act, 2013 and the SEBI SBEB Regulations and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

#### Item No. 2:

#### **Approval of repricing of options along with extension of exercise period under 'UFO Moviez India Limited Employee Stock Option Scheme - 2014' for the benefit of existing option grantees under employment of Subsidiary Companies.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the provisions of Regulation 7(5) read with Regulation 7(2) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and as recommended by the Compensation Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to reprice the options granted under the ‘UFO Moviez India Limited - Employee Stock Option Scheme-2014’ (“ESOP-2014”/ “Scheme”), whether or not those have been vested by bringing the exercise price of such options down from Rs.600/- to Rs.400/- per option, along with extension of exercise period of such options as originally prescribed under the Scheme from existing 2 years to an exercise period upto December 11, 2020 with a view to provide a reasonable time to the existing option grantees being the eligible employees of the Subsidiary Companies of the Company to take the benefit of re-pricing in line with corporate growth in future.

**RESOLVED FURTHER THAT** necessary amendment being made in the Scheme to give effect to implement the abovementioned resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Compensation Committee of Directors which has been duly constituted by the Board, inter alia, to act as the Compensation Committee under Regulation 5 of SEBI SBEB Regulations and to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the Scheme from time to time as permitted under and in due compliance with provisions of the Companies Act, 2013 and the SEBI SBEB Regulations and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

By order of the Board  
For **UFO Moviez India Limited**

Date: April 3, 2018  
Place: Mumbai

**Sameer Chavan**  
**Company Secretary**

**Notes:**

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
2. The notice of the Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as of Friday, April 6, 2018.
3. Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of the Postal Ballot by e-mail and to others are being sent by mode prescribed under the Act along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link [www.ufomoviez.com](http://www.ufomoviez.com) or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, Unit: UFO Moviez India Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, fill in the details and send the same to the Scrutinizer. The date of completion of dispatch of Notice will be announced through advertisement in the newspapers.

Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed and postage prepaid business reply envelope so as to reach the Scrutinizer on or before 05:00 p.m. on Sunday, May 13, 2018, at the following address:

Mr. Dharmesh Zaveri  
D. M. Zaveri & Co., Practicing Company Secretary  
C/o Karvy Computershare Pvt. Ltd  
Unit: UFO MOVIEZ INDIA LIMITED  
Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli,  
Financial District, Nanakramguda Hyderabad-500032

4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged M/s. Karvy Computershare Private Limited (Karvy), for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Members for e-voting are as under:

- (a) In case of Members' receiving e-mail from Karvy:
  - (i) Open your e-mail. The login credentials (i.e., user-id & password) will be mentioned in the mail. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following <https://evoting.karvy.com>
  - (iii) Put user ID and password as initial password noted in step (i) above. Click Login.
  - (iv) Members holding shares in Demat/ Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (v) You need to log in again with the new credentials
  - (vi) On successful login system will prompt to select the evoting event number of UFO MOVIEZ INDIA LIMITED.
  - (vii) If you are holding shares in Demat form and had logged on to “<https://evoting.karvy.com>” And casted your vote earlier for any company, then your existing login id and password are to be used.
  - (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (x) 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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through [dmz@dmzaveri.com](mailto:dmz@dmzaveri.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com)
- (b) In case of Members' receiving Postal Ballot Form by Post:
  - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form

EVEN (E-Voting Event Number)	User ID	Password / PIN

Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.

- (ii) please contact toll free No. 1-800-34-54-001 for any further clarifications.
  - (iii) If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote
  - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of <https://evoting.karvy.com> or contact Mr. B Srinivas (Unit: UFO Moviez India Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications
5. Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through prescribed mode under the Act. The Members can also seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or Registered Office of the Company.
  6. Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
  7. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before 5:00 p.m. on Sunday, May 13, 2018. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after Sunday, May 13, 2018 would be strictly treated as if reply from the Members has not been received.
  8. The voting period ends on. 5:00 p.m. on Sunday, May 13, 2018. The e-voting module for voting shall be disabled by M/s. Karvy Computershare Private Limited thereafter.
  9. The voting right(s) of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on Friday, April 6, 2018.
  10. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot along with the Scrutinizer's Report will be announced on Tuesday, 15th May, 2018 and the same shall be placed on the Company's website [www.ufomoviez.com](http://www.ufomoviez.com) and also on the website of M/s. Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the resolution are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
  11. The Board of Directors has appointed Mr. Kapil Agarwal, Joint Managing Director and Mr. Sameer Chavan, Company Secretary of the Company as the designated persons responsible for the entire postal ballot process.
  12. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Tuesday, May 15, 2018.

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

### Item No. 1 and 2:

Your Company had implemented the UFO Moviez India Limited - Employee Stock Option Scheme-2014 (“**ESOP-2014**”/ “**Scheme**”), with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Scheme was originally approved by the members of the Company by way of special resolution on November 20, 2014 prior to the initial public offer and listing (“IPO”) of equity shares of the Company. Subsequently, after the IPO, the Scheme was ratified by the members of the Company as per requirements of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) vide postal ballot dated January 4, 2016. However, in the meantime, in respect of options granted under the Scheme, it has been observed that the market price of the equity shares underlying such options has been lower than the exercise price of such options as originally prescribed at the time of grant; as such the options have become underwater leaving the Scheme unattractive and objectives of the Scheme could not be achieved.

In this background, it is thought expedient to reprice the options, whether vested or not, in terms of bringing the originally prescribed exercise price of such options down from Rs. 600 (Six Hundred) to Rs. 400 (Four Hundred) per option along with affording a reasonable extension of the exercise period from existing 2 (Two) years to an exercise period up to December 11, 2020 with a view to provide a reasonable time period to the existing option grantees being the eligible employees of the Company and that of its Subsidiaries to take the benefit of re-pricing in line with corporate growth in future.

None of the aforesaid proposal is detrimental to the interests of the employees. The beneficiaries of these variation shall be the existing option grantees being the eligible employees of the Company and its Subsidiaries to the extent any options are outstanding with them.

Subject to your approval, the Compensation Committee of the Board of Directors and the Board of Directors of the Company have approved the aforesaid proposals vide their respective resolutions dated February 20, 2018 and April 3, 2018.

Your approval is sought for repricing and variation in exercise period based on the rational and benefits of such repricing / variations as per Regulation 7(5) read with Regulation 7(2) of the SEBI SBEB Regulations.

Features of Scheme remain the same as originally approved and ratified except as stated above. However, the features are reproduced in terms of SEBI SBEB Regulations, as under:

#### a. Brief description of the Scheme

The Scheme is being implemented with a view to attract, retain, incentivize and motivate, key talents of the Company and its subsidiaries that would lead to higher corporate growth and shareholders' value. Options granted shall vest only after satisfaction of vesting conditions. After vesting of options, the vested options can be exercised by the employees. Company shall issue shares upon exercise and the concerned employee may like to hold the shares till a time period at his/ her discretion and sell the shares to earn incentives. Compensation Committee (“Committee”) of the Board of Directors supervises and administers the Scheme and shall act as Compensation Committee within the meaning of SEBI SBEB Regulations.

#### b. Total number of Options to be granted

The Scheme as originally approved contemplated not exceeding 1,150,000 options exercisable into not more than 1,150,000 equity shares of the Company of face value of Rs. 10/- each fully paid up. However, after considering lapses/ expiry of options, the subject matter of the resolutions shall apply to 628,503 options outstanding as on February 20, 2018.

#### c. Identification of classes of employees entitled to participate in the Scheme

Permanent employees, including a director whether whole-time or not, of the Company and/or of its subsidiary are eligible to participate in the Scheme. Provided however that the following persons shall not be eligible to participate in the Scheme

- (i) an employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI SBEB Regulations; or

(ii) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed equity shares of the Company; or

(iii) independent directors.

The Company has already taken members' prior approval for grant of options under the Scheme as originally contemplated vide special resolution dated November 20, 2014. The Scheme was further ratified by the members through postal ballot vide resolution dated January 4, 2016.

**d. Requirements of vesting and period of vesting**

The options granted shall vest so long as the employee continues to be in the employment of the Company and its subsidiaries, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest (subject to the maximum vesting period as specified below).

The options would vest not earlier than 1 (one) year and not later than 6 (six) years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Committee.

**e. Maximum period within which the options shall be vested**

All the options would vest not later than a maximum of 6 (six) years from the date of grant of options as may be determined by the Compensation Committee.

**f. Exercise price or pricing formula**

Being a pre-IPO Scheme, the exercise price formula read as under:  
Post listing, at a price equal to or higher than or at a discount to the market price, being latest available closing price, prior to the date of the meeting of the Committee, in which options are granted, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered. Prior to listing, at a price equal to or higher than or at a discount to the per share price determined by an independent valuer for the equity shares of the Company.

However, for outstanding options which are yet to be exercised, the exercise price shall be repriced at Rs. 400 per option.

**g. Exercise period and the process of Exercise**

The exercise period envisaged under the Scheme as stands as on date of this notice commences from the date of vesting and expires subject to maximum of 2 (Two) years from the date of respective vesting.

However, under the proposal of repricing of options and with a view to provide a reasonable time period for exercise of underwater options, the exercise period shall stand augmented to December 11, 2020 for existing outstanding options.

The vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Company from time to time. The options shall lapse if not exercised within the specified exercise period.

**h. Appraisal process for determining the eligibility of employees under the Scheme**

The Compensation Committee shall determine the eligibility criteria for the employees. The eligibility criteria will be based on criteria such as criticality of the role, designation, length of service, past performance record, future potential of the employee and/ or such other criteria that may be determined by the Committee at its sole discretion.

**i. Maximum number of Options to be issued per employee and in aggregate**

Total number of options that may be granted per employee and in aggregate under the Scheme during any year shall not exceed 1% of the issued and paid-up capital at the time of grant.

**j. Maximum quantum of benefits to be provided per employee under the Scheme**

Benefits except grant of option is not envisaged under the Scheme. Thus, maximum quantum of benefit shall correspond to maximum quantum of options that can be granted to an employee.

**k. Route of Scheme implementation**

The Scheme has been implemented and administered directly by the Company.

**l. Source of acquisition of shares under the Scheme**

The Scheme envisages fresh/new issue of shares by the Company upon exercise of options.

**m. Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.**

This is not applicable.

**n. Maximum percentage of secondary acquisition**

This is not applicable.

**o. Accounting and Disclosure Policies**

The Company shall follow the Guidance Note on accounting for employee share based payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.

**p. Method of option valuation**

The Company will adopt the fair value method for valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

**q. Declaration**

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share ("EPS") of the company shall also be disclosed in the Directors' report.

Mr. Kapil Agarwal, Joint Managing Director and key managerial personnel of the Company i.e. Mr. Rajesh Mishra, CEO- Indian Operations, Mr. Ashish Malushte, Chief Financial Officer and Mr. Sameer Chavan, Company Secretary has voluntarily provided an undertaking to the Company that they will not dispose-off the shares arising out of conversion of options (which are being repriced) for a period of 2 years from the date of shareholders' approval for revision in exercise price.

A copy of ESOP – 2014 is available for inspection at the Company's Registered Office / Corporate Office during official hours on all working days (excluding Saturdays, Sundays and Holidays) till Tuesday, May 15, 2018.

Mr. Kapil Agarwal, Joint Managing Director, Mr. Rajesh Mishra, CEO- Indian Operations, Mr. Ashish Malushte, Chief Financial Officer and Mr. Sameer Chavan, Company Secretary of the Company are interested to the extent options granted to them. Except as stated, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested in the resolutions, except as shareholders, if any of the Company.

In light of above, it is recommended to accord your approval to the Special Resolutions as set out at Agenda Item No. 1 and 2 of the accompanying notice.

By order of the Board  
For **UFO Moviez India Limited**

**Sameer Chavan**  
Company Secretary

Date: April 3, 2018  
Place: Mumbai

**POSTAL BALLOT FORM**

(Kindly refer to the instructions specified overleaf before filling the form)

1. Name & Registered address of the sole / first named Member (In Block Letters)	:	
2. Name(s) of the Joint holder(s) (if any)	:	
3.		

## INSTRUCTIONS

1. A Member desirous of exercising vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid business reply envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Member(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed postage prepaid business reply envelope bears the postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company/ RTA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, Postal Ballot Form must be completed and signed by the first named member and in his/her absence, by the next named member.
5. In case of shares held by the Companies, Trusts, Societies, etc., the duly completed Postal Ballot Forms should be accompanied by a certified true copy of board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer (i.e., Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary), appointed by the Company so as to reach the Scrutinizer (C/o M/s. Karvy Computershare Private Limited, Unit: UFO Moviez India Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032) not later than 5:00 p.m. on Sunday, May 13, 2018. Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
7. A Member can apply for duplicate Postal Ballot Form through an email at [einward.ris@karvy.com](mailto:einward.ris@karvy.com), if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than Sunday, May 13, 2018 at 5:00 p.m. For any clarification(s), please contact M/s. Karvy Computershare Private Limited on toll free number: 1800 3454001.
8. The right of voting by postal ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing mediums like pencil.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of member(s) on the cut-off date i.e. Friday, April 6, 2018.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of postal ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
16. The result on postal ballot shall be announced on Tuesday, May 15, 2018.