

Date: January 8, 2016

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
Fax: 022 – 2272 3121  
**BSE Scrip Code: 539141**

To,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
Fax: 022 – 2659 8237 / 38  
**NSE Scrip Code: UFO**

**Sub: Declaration of results of postal ballot/e-voting**

**Ref.: UFO Moviez India Limited**

Dear Sir / Ma'am,

This is further to our Postal Ballot / E-voting Notice dated November 9, 2015 sent to shareholders of the Company, seeking their approval on the following matters:

1. Special Resolution for the shifting of the Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra.
2. Ordinary Resolution for ratification of UFO Moviez India Limited-Employee Stock Option Scheme – 2014.
3. Ordinary Resolution for approval of material related party transactions with Southern Digital Screenz India Private Limited.

Based on report submitted by the Scrutinizer Mr. Dharmesh Zaveri, proprietor of D.M. Zaveri & Co., Company Secretaries, Mumbai, the Company declared that the resolutions proposed in the said Postal Ballot / E-voting Notice have been passed with requisite majority.

The details of voting are attached herewith and marked as “**Annexure - I**”.

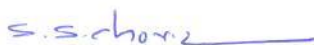
The report of the Scrutinizer Mr. Dharmesh Zaveri, proprietor of D.M. Zaveri & Co., Company Secretaries, Mumbai on said Postal Ballot / E-voting results is attached herewith and marked as “**Annexure - II**”.

Kindly take the same on your records.

Thanking you.

Yours truly,

For **UFO Moviez India Limited**



**Sameer Chavan**  
Company Secretary

Encl: a/a

UFO MOVIEZ INDIA LIMITED										
Date of declaration of result of Postal Ballot / E-Voting			January 8, 2016							
Total number of shareholders on cut-off date			27,100							
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:										
Public:			NA							
No. of shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:										
Public:			NA							

Item No.: 1: Shifting of Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra										
Resolution required: (Ordinary / Special)			Special							
Whether promoter / promoter group are interested in the agenda / resolution ?			No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		7,484,026	99.9987	7,484,026	-	100.0000	-		
	Poll		NA	NA	NA	NA	NA	NA		
	Postal Ballot	7,484,126	-	-	-	-	0.0000	-		
	<b>Total</b>		<b>7,484,026</b>	<b>99.9987</b>	<b>7,484,026</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>		
Public- Institutions	E-Voting		8,111,694	72.0535	8,111,694	-	100.0000	-		
	Poll		NA	NA	NA	NA	NA	NA		
	Postal Ballot	11,257,876	2,401,456	21.3313	2,401,456	-	100.0000	-		
	<b>Total</b>		<b>10,513,150</b>	<b>93.3848</b>	<b>10,513,150</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>		
Public- Non Institutions	E-Voting		2,027	0.0283	2,000	27	98.6680	1.3320		
	Poll		NA	NA	NA	NA	NA	NA		
	Postal Ballot	7,155,667	2,755,809	38.5123	2,755,785	24	99.9991	0.0009		
	<b>Total</b>		<b>2,757,836</b>	<b>38.5406</b>	<b>2,757,785</b>	<b>51</b>	<b>99.9982</b>	<b>0.0018</b>		
<b>Total</b>		<b>25,897,669</b>	<b>20,755,012</b>	<b>80.1424</b>	<b>20,754,961</b>	<b>51</b>	<b>99.9998</b>	<b>0.0002</b>		





Item No.: 2: Ratification of UFO Moviez India Limited - Employee Stock Option Scheme - 2014									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter / promoter group are interested in the agenda / resolution ?									
No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		7,484,026	99.9987	7,484,026	-	100.0000	-	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot	7,484,126	-	-	-	-	0.0000	-	
	Total			7,484,026	99.9987	7,484,026	-	100.0000	-
Public-Institutions	E-Voting		8,111,694	72.0535	8,111,694	-	100.0000	-	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot	11,257,876	2,401,456	21.3313	2401456	-	100.0000	-	
	Total			10,513,150	93.3848	10,513,150	-	100.0000	-
Public- Non Institutions	E-Voting		2,003	0.0280	1,446	557	72.1917	27.8083	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot	7,155,667	2,755,809	38.5123	2,755,737	72	99.9974	0.0026	
	Total			2,757,812	38.5403	2,757,183	629	99.9772	0.0228
Total		25,897,669	20,754,988	80.1423	20,754,359	629	99.9970	0.0030	

Item No.: 3: Approval of material related party transactions with Southern Digital Screenz India Private Limited									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter / promoter group are interested in the agenda / resolution ?									
Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot	7,484,126	-	-	-	-	-	-	-
	Total								
Public- Institutions	E-Voting		8,111,694	72.0535	8,111,694	-	100.0000	-	-
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	11,257,876	2,401,456	21.3313	2,401,456	-	100.0000	-	-
	Total		10,513,150	93.3848	10,513,150	-	100.0000	-	-
Public- Non Institutions	E-Voting		2,027	0.0283	1880	147	92.7479	7.2521	7.2521
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	7,155,667	2,755,809	38.5123	2,755,761	48	99.9983	0.0017	0.0017
	Total		2,757,836	38.5406	2,757,641	195	99.9929	0.0071	0.0071
Total		25,897,669	13,270,986	51.2439	13,270,791	195	99.9985	0.0015	0.0015



**D. M. ZAVERI & Co.****Company Secretaries**

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

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

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

**SCRUTINIZER REPORT ON POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairperson

UFO Moviez India Limited  
Office No. 12, 3<sup>rd</sup> Floor, 312,  
Surya Kiran Building, 19,  
Kasturba Gandhi Marg,  
New Delhi - 110001

**Sub: Report on passing of resolutions through Postal Ballot Process**

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on 9<sup>th</sup> November, 2015 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by KARVY Computershare Private Limited in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolutions contained in the Notice dated 9<sup>th</sup> November, 2015 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolutions contained in the Notice dated 9<sup>th</sup> November, 2015 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by KARVY Computershare Private Limited, the authorised agency engaged by the Company to provide e-voting facilities and the report generated electronically for voting done by postal ballots.





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

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

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

I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on 4<sup>th</sup> December, 2015 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on 20<sup>th</sup> November, 2015.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on 6<sup>th</sup> December, 2015 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto the closure of working hours i.e. 5.00 p.m. on Monday, 4<sup>th</sup> January, 2016 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by KARVY Computershare Private Limited for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto close of working hours i.e. 5.00 P.M. on 4<sup>th</sup> January, 2016 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Karvy Computershare Private Limited (KARVY).
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were also not opened.
- 1.7. I have not found any defaced/ mutilated postal ballot form.
- 1.8. I have also received a complete record of votes cast by electronic mode from KARVY Computershare Private Limited, the agency for providing and supervising electronic platform on 5<sup>th</sup> January, 2016 which was closed by KARVY on 4<sup>th</sup> January, 2016 at 5.00 p.m.



# D. M. ZAVERI & Co.

## Company Secretaries

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

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

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

1.9. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" each of the resolutions that put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by KARVY Computershare Private Limited is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item No 1 : Shifting of the Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra (Special Resolution)									
E-voting	15597747	65	15597720	99.9998	4	27	0.0002	NIL	NIL
Postal Ballot	5157265	31	5157241	99.9995	1	24	0.0005	NIL	NIL
Total	20755012	96	20754961	99.9998	5	51	0.0002	NIL	NIL
Item No 2: Ratification of UFO Moviez India Limited Employee Stock Option Scheme – 2014 (Ordinary Resolution)									
E-voting	15597723	57	15597166	99.9964	11	557	0.0036	NIL	NIL
Postal Ballot	5157265	29	5157193	99.9986	3	72	0.0014	NIL	NIL
Total	20754988	86	20754359	99.9970	14	629	0.0030	NIL	NIL
Item No 3: Approval of material related partly transactions with Southern Digital Screenz India Private Limited (Ordinary Resolution)									
E-voting	8113721	55	8113574	99.9982	8	147	0.0018	6	7484026
Postal Ballot	5157265	30	5157217	99.9991	2	48	0.0009	NIL	NIL
Total	13270986	85	13270791	99.9985	10	195	0.0015	6	7484026





# D. M. ZAVERI & Co.

## Company Secretaries

**CS Dharmesh Zaveri**  
B.Com., F.C.S.

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

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

The ordinary/special resolutions passed by requisite majority are as under;

Reference to provisions of Companies Act, 2013	Type and description of ordinary/ special resolutions
Special Resolution pursuant to Section 12, 13 and 110 and other applicable provisions of Companies Act, 2013.	Shifting of Registered Office of the Company from National Capital Territory of Delhi to the State of Maharashtra
Ordinary Resolution pursuant to clause 12 and any other applicable provisions, if any of SEBI (Share Based Employee Benefits) Regulations, 2014.	Ratification of UFO Moviez India Limited – Employee stock Option Scheme – 2014
Ordinary Resolution pursuant to provisions of Clause 49(VII)(E) and other applicable clauses, if any, of the Listing Agreement and Regulation 23 of SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015.	Approval of Material Related Party Transaction with Southern Digital Screenz India Private Limited. (Subsidiary Company).

1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.

1.11. In the above mention resolution No 3, we have invalidated the voting done by promoters/ promoter group as they are considered to be interested in the said resolution being related parties.

1.12. The above mentioned resolutions are deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 4<sup>th</sup> January 2016.

1.13. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co  
Practising Company Secretary

  
Dharmesh Zaveri  
(Proprietor)  
Membership No.: 5418  
C.P. No.: 4363  
Place: Mumbai  
Date: 6<sup>th</sup> January 2016



  
Accepted by Chairman/ Director of  
UFO Moviez India Limited