

Date: November 7, 2017

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

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

BSE Scrip Code: 539141

NSE Scrip Code: UFO

Ref.: UFO Moviez India Limited

Dear Sir / Ma'am,

Sub: Notice of Extra-Ordinary General Meeting & E-voting

Pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, (SEBI Listing Regulations) we enclosed herewith the Notice of the Extra-Ordinary General Meeting (EGM) of the Company scheduled to be held on Friday, December 1, 2017 at 03:30 pm at Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai – 400093.

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI Listing Obligations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on resolution set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The Remote e-voting period commences on Tuesday, November 28, 2017 (09.00 am) and ends on Thursday, November 30, 2017 (05.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, November 24, 2017 may cast their votes electronically

The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM Venue. The facility for voting through ballot shall be made available at the meeting. The detailed instructions with respect to voting are given in the enclosed notice of EGM.

Request you to kindly take the same on your record.

Thanking you,

For UFO Moviez India Limited

S.S. Chavan

Sameer Chavan
Company Secretary

Encl: a/a

UFO MOVIEZ INDIA LIMITED

Valuable Techno Park, Plot No.53/1, Road No.07, Marol, MIDC, Andheri (East), Mumbai- 400 093
Tel: 022 4030 5060 Email: investors@ufomoviez.com Website: www.ufomoviez.com
CIN: L22120MH2004PLC285453

NOTICE OF EXTRA - ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of UFO Moviez India Limited will be held on Friday, the 1st day of December, 2017 at 3.30 p.m. at Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai – 400093 to transact the following business:

SPECIAL BUSINESS:

1. Issue of Equity Shares and Share Warrants on Preferential Basis

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

“RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and the provisions of any rules / regulations / guidelines issued / framed by the Central Government, Stock Exchanges, Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI (ICDR) Regulations”**) and subject to the approval, consent, permission and / or sanction, as may be required from the Central Government, Stock Exchanges, SEBI and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and / or sanction, the Consent of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot up to 750,000 (Seven lakhs and fifty thousand) equity shares (**“Equity Shares”**) of Rs. 10/- each at Rs. 400.13/- each considering November 1, 2017 as the Relevant Date as per provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009 on such further terms and conditions, including payment of monies as may be approved or finalised by the Board of Directors to the following promoter entity:

Name of the proposed allottee	PAN	Category
Valuable Media Limited	AACCV5963G	Promoter

RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and the provisions of any rules/ regulations/guidelines issued/framed by the Central Government, Stock Exchanges, Articles of Association of the Company, the SEBI (LODR) Regulations and the SEBI (ICDR) Regulations and subject to the approval, consent, permission and / or sanction, as may be required from the Central Government, Stock Exchanges, SEBI and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and / or sanction, the Consent of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot from time to time in one or more tranches, 1,525,000 share warrants (**“Share Warrants”**) on a preferential basis, each convertible into, or

exchangeable for, one equity share of face value of Rs.10/- each at a price (including the share warrant subscription price and the share warrant exercise price) of Rs. 400.13/- each, aggregating to Rs. 610,198,250/- and to also issue and allot equity shares of the Company pursuant to the exercise of the Share Warrants in accordance with its terms, considering November 1, 2017 as the Relevant Date as per provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009 on such further terms and conditions, including payment of monies as may be approved or finalised by the Board of Directors to the following promoter entities:

Proposed Allottees and their PAN	Address	Consideration to be Paid at subscription of warrants (Amount in Rs.)	Consideration due at the time of exercise of warrants (Amount in Rs.)	Number of Warrants
Mr. Sanjay Gaikwad PAN - AAAPG8554D	2101/ 2102, Lake Superior Ekta Supreme Housing, Building No. 3, Phase-5, Off. Adishankaracharya Marg, Near Gopal Sharma School, Powai, Mumbai – 400 076	25,008,125	75,024,375	250,000
Mr. Narendra Hete PAN - AAGPH3696B	201-202, Aashray Chambers, North South Road No. 5, JVPD Scheme, Juhu, Vile Parle West, Mumbai 400 056	25,008,125	75,024,375	250,000
Valuable Media Limited PAN - AACCV5963G	Plot no 53/1, Road No. 7, MIDC, Andheri East, Mumbai 400 093	102,533,313	307,599,938	1,025,000
Total		152,549,563	457,648,688	1,525,000

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Share Warrants shall be subject to following terms:

- Subscription price equivalent to 25% of the issue price of the Share Warrants shall be payable at the time of subscription to the Share Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the equity shares at the time of exercise of Share Warrant by their holder(s). A Share Warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the Share Warrant holder(s) at the time of exercising the Share Warrant.
- The issue of the Share Warrants as well as equity shares pursuant to the exercise of the Share Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- The Share Warrants may be exercised by the holder(s) of Share Warrant at any time before the expiry of 18 months from the date of allotment of the Share Warrants.
- In the event the Share Warrant holder(s) does not exercise the Share Warrants within 18 months from the date of allotment of the Share Warrants, the Share Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- The equity shares to be issued and allotted by the Company on exercise of the Share Warrants in the manner aforesaid shall rank *pari passu* in all respects including dividend, with

the existing equity shares of the Company and shall carry face value of Rs. 10/- each.

- (f) The Share Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- (g) The Share Warrants and the equity shares allotted pursuant to exercise of such Share Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted and the equity shares to be allotted pursuant to the exercise of the Share Warrants shall rank *pari passu* with the existing equity shares of the Company in all respects and shall carry face value of Rs. 10/- each.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialised form within a period of 15 days from the date of passing this resolution or in the event Equity Shares require any approvals or permissions from the regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission(s), as the case maybe.

RESOLVED FURTHER THAT the Share Warrants shall be issued and allotted by the Company within a period of 15 days from the date of passing of this resolution or in the event the Share Warrants require any approvals or permissions from the regulatory authority or the Central Government, within a period of 15 days from the date of such approval(s) or permission(s), as the case maybe.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Share Warrants held by the holder(s) of the Share Warrants.

RESOLVED FURTHER THAT the Company shall ensure that whilst any Share Warrants remain exercisable, it will at all times, keep available and reserved such parts of its authorized but unissued share capital as would enable all outstanding Share Warrants to be satisfied in full.

RESOLVED FURTHER THAT the Company shall apply for listing of the new equity shares as may be issued on conversion of the Share Warrants with the BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for admission of new equity shares to be issued on conversion of warrants on preferential basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolutions under Sections 42 & 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said equity shares and also to seek the listing of such equity shares in one or more stock exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers

or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

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

By order of the Board of Directors

Sameer Chavan
Company Secretary
M. No. F7211

Date: November 06, 2017

Place: Mumbai

Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Businesses under Item No. 1 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A form of proxy is enclosed to this Notice. No instrument of proxy shall be valid unless:
 - (i) it is signed by the Member or by his/her attorney duly authorised in writing or, in the case of joint holders, it is signed by the Member first named in the Register of Members or his/her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any Member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank.
 - (ii) it is duly filled, stamped, signed and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Company's Registrar and Share Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy Computershare Private Limited having their office premises at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Andhra Pradesh, India.

7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m. to 01.00 p.m. except Saturday, Sunday and public holidays, up to the date of the Extra-Ordinary General Meeting.
8. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is being sent by e-mail to those members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agents, M/s. Karvy Computershare Private Limited, as the case may be. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they have maintained their demat accounts. Members holding shares in physical form are requested to submit their PAN to Karvy Computershare Private Limited.
9. A member desirous of getting any information on the resolution proposed in this notice is requested to forward his / her query to the Company at least between seven working days prior to the meeting, so that the required information can be made available at the meeting.
10. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
 - (a) In case a Member receives an email from Karvy for Members whose email IDs are registered with the Company/Depository Participants/(s):
 - i. Launch internet browser by typing the URL:https://evoting.karvy.com.
 - ii. Enter the login credentials (i.e. User ID and password).
In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$, etc.).The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at vickyscrutinizer@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate name_event no."
- (b) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/ Depository Participants/(s):
 - i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
11. Voting at Extra-Ordinary General Meeting (EGM) Venue: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM Venue. The facility for voting through ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however, those Members are not entitled to cast their vote again in the Meeting.
12. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the EGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
13. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) 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 or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
14. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
15. The remote e-voting period commences on Tuesday, November 28, 2017 (09.00 am) and ends on Thursday, November 30, 2017 (05.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, November 24, 2017 may cast their votes

electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

16. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, November 24, 2017.

17. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for e-voting i.e., Friday, November 24, 2017, he/ she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to einward.ris@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- 18. Mr. Vicky M. Kundaliya, Practicing Company Secretary (FCS: 7716 CP: 10989), has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- 19. The Scrutinizer after scrutinizing the votes cast at the Meeting through ballot or polling paper and through remote e-voting, shall within 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
- 20. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (www.ufomoviez.com) and on the website of the Karvy (<https://evoting.karvy.com>). The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
- 21. The resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, December 1, 2017 subject to receipt of the requisite number of votes in favour of the resolution.
- 22. The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed.

EXPLANATORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013.

ITEM No. 1: The Board of Directors on November 6, 2017, subject to necessary approval(s), has approved the proposal for raising funds up to Rs. 911 Mn by way of issue of equity shares and warrants on preferential basis to Mr. Sanjay Gaikwad, Mr. Narendra Hete and Valuable Media Limited ("Promoters"). The preferential allotment proceeds will be used for general corporate purposes (which could include partly funding the Company's acquisition of shares in Qube Digital Cinema Private Limited) and to fund the long term growth of the Company after completion of the transactions that were approved by the Board on November 1, 2017. The preferential issue will also ensure the Promoters shareholding in the Company is maintained at a reasonable level in the combined entity.

Salient features of the Preferential Issue

The salient features of the preferential issue are:

- The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares and for the equity shares pursuant to the conversion of the Share Warrants is November 1, 2017, being 30 days prior to the date of this Extra-Ordinary General Meeting i.e. December 1, 2017.
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of the Equity Shares and for the exercise of the Share Warrants, is Rs. 400.13/-, being higher of
 - (a) the average of the 26 weeks high and low of the closing prices at the National Stock Exchange of India Limited viz. Rs. 388.99/-, and
 - (b) the average of the 2 weeks high and low of the closing prices at the National Stock Exchange of India Limited, viz. Rs. 400.13/-.
- Subscription price equivalent to 25% of the issue price of the Share Warrants shall be payable at the time of subscription to the Share Warrants. A Share Warrant exercise price equivalent to 75% of the issue price of the Share Warrants shall be payable by the Share Warrant holder at the time of exercising the Share Warrant.
- The Share Warrants are exercisable within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches. The Share Warrants will lapse if not exercised within a

period of 18 (eighteen) months from their allotment.

- After conversion of the Share Warrants (assuming full conversion), the increase in equity share capital would be Rs. 15,250,000/- and the increase in securities premium, it would be Rs. 594,948,250/-.

None of the members of the Promoter Group have sold any Equity Shares during the six months preceding the Relevant Date.

None of the members of the Promoter Group entities have subscribed to any warrants of the Company during last one year.

The Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues is as under:

- (a) **Object and activities for which the proceeds of the Issue to be utilized**

The preferential allotment proceeds will be used for general corporate purposes (which could include partly funding the Company's acquisition of shares in Qube Digital Cinema Private Limited) and to fund the long term growth of the Company after completion of the transactions that were approved by the Board on November 1, 2017. The Preferential Issue will also ensure the Promoters shareholding in the Company is maintained at a reasonable level in the combined entity.

- (b) **Relevant date and pricing of the Issue**

The Equity Shares are being issued at Rs. 400.13/- per Equity Share. The share warrants are being issued at Rs. 400.13/- per Share Warrant.

The issue price is determined in accordance with the regulations as applicable for the preferential issue as contained in Chapter VII of the ICDR Regulations.

The Equity Shares and the equity shares issued and allotted pursuant to the exercise of Share Warrants shall rank *pari passu* in all respects with the existing equity shares of the Company.

The Relevant Date for the purpose of the preferential offer as above shall be the date which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e. November 1, 2017.

(c) **Re-computation of issue price**

Since the Company's equity shares are frequently traded and have been listed on a recognised stock exchange for a period of 26 weeks or more as on the Relevant Date, there is no need for the Company to re-compute the price of the Equity Shares and therefore, the Company is not required to submit the undertakings under Regulations 73(1)(f) and (g) of the SEBI (ICDR) Regulations.

(d) **Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer**

Except Mr. Sanjay Gaikwad, Mr. Narendra Hete and Valuable Media Limited, (being part of the Promoter Group), who will be subscribing to the Equity Shares and the Share Warrants in this preferential issue, none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to any Equity Shares and / or any Share Warrant.

(e) **Proposed time within which the allotment shall be completed**

The allotment of the Equity Shares and the Share Warrants shall be completed within 15 days from the date of passing of these resolutions by the shareholders provided that where the allotment of the Equity Shares and /or the Share Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

(f) **Shareholding Pattern before and after the issue involved in the present resolution is as below:**

Category Code	Category of Shareholder	Pre-issue (As on November 3, 2017)		Post-Issue of Equity Shares and Allotment of Warrants (without the exercise of any Share Warrants)		Post-Issue of Equity Shares and Allotment of Warrants (assuming the exercise of all the Share Warrants)	
		Pre-issue Shares held	% to Total Holding	Post-Issue Shares held	% to Total Holding	Post-Issue Shares held	% to Total Holding
(A)	Promoters and Promoter Group						
1	Indian Promoters (A)	7,765,452	28.13	8,515,452	30.04	10,040,452	33.61
(B)	Public Shareholding						
1	Institutions						
(a)	Mutual Funds / UTI/ Banks/ FIs	6,100,709	22.10	6,100,709	21.52	6,100,709	20.42
(b)	Foreign Institutional Investors	--	--	--	--	--	--
(c)	Foreign Portfolio Investors	1,028,317	3.73	1,028,317	3.63	1,028,317	3.44
	Sub-Total (B1)	7,129,026	25.83	7,129,026	25.15	7,129,026	23.86
2	Non-institutions						
(a)	Bodies Corporate	1,054,032	3.82	1,054,032	3.72	1,054,032	3.53
(b)	Individuals/ HUFs	4,930,606	17.86	4,930,606	17.39	4,930,606	16.50
(c)	Foreign Corporate Bodies	5,564,949	20.16	5,564,949	19.63	5,564,949	18.63
(d)	Non-Resident Indians	123,280	0.45	123,280	0.43	123,280	0.41
(e)	Foreign Nationals	--	--	--	--	--	--
(f)	Directors	466,394	1.69	466,394	1.65	466,394	1.56
(g)	Clearing Members	370,953	1.34	370,953	1.31	370,953	1.24
(h)	NRIs on Non-Repatriation	50,151	0.18	50,151	0.18	50,151	0.17
(i)	Trusts	145,958	0.53	145,958	0.51	145,958	0.49
	Sub-Total (B2)	12,706,323	46.04	12,706,323	44.82	12,706,323	42.53
	GRAND TOTAL (A)+(B)(1)+(B)(2)	27,600,801	100.00	28,350,801	100.00	29,875,801	100.00

Notes:

- (1) The Company has, concurrently with this Notice, sought the approval of the Members to make a preferential issue of Share Warrants, which may be, at the option of the holders of the Share Warrants, convertible into Equity Shares. Based on the number of Share Warrants issued and the number of Equity Shares issued upon exercise of such Share Warrants, the pre and post shareholding of equity shares of the Company will change.

g) **Present and future holding details of allottee(s), percentage of expanded capital to be held by them:**

S. No.	Name of the Proposed Allottee(s)	Present Holding	% to Pre-Issue Capital	Present Issue of Equity Shares and Warrants	% to Post Issue Capital Equity Shares and Warrants Capital (Without exercise of all Share Warrants)	% to Post Issue, if all Warrants are Exercised
1	Mr. Sanjay Gaikwad	263,797	0.96	250,000 (Share Warrants)	0.93	1.72
2	Mr. Narendra Hete	0	N.A.	250,000 (Share Warrants)	N.A.	0.84
3	Valuable Media Limited	1,494,265	5.41	750,000 (Equity Shares) 1,025,000 (Share Warrants)	7.92	10.94

The identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee(s) is as follows: -

Name of Allottees	Natural Persons who are Ultimate Beneficial Owners
Mr. Sanjay Gaikwad	Mr. Sanjay Gaikwad
Mr. Narendra Hete	Mr. Narendra Hete
Valuable Media Limited	Mr. Sanjay Gaikwad, Mr. Narendra Hete and their relatives

(h) **Approvals**

The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of the Equity Shares and the Share Warrants.

(i) **SEBI Takeover Regulations**

In terms of the Takeover Regulations, the Promoters are not required to and do not intend to make an open offer and comply with the formalities related to an open offer for this preferential allotment.

(j) **Change in Control**

There will not be any change in the management control of the Company on account of this proposed preferential allotment and upon conversion of the Share Warrants, except minor change in the shareholding pattern as well as voting rights.

(k) **Holding of shares in the dematerialized form, non-disposal of shares by the proposed allottees and lock in period**

The proposed allottees are holding their entire pre-issue shareholding in dematerialized form and they have not sold or disposed off any equity share of the Company during the six month period prior to the relevant date considered for the purposes of the preferential issue. The Equity Shares, the Share Warrants allotted and the equity shares allotted pursuant to the exercise of options attached to the Share Warrants shall be locked-in in accordance with the ICDR Regulations.

(l) **Auditors' Certificate**

M/s. S R Batliboi & Associates LLP, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in ICDR Regulations. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours up to the date of convening the meeting of the shareholders of the Company on December 1, 2017.

(m) **Disclosure with regard to the names of the issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI:**

Neither the Company's name nor any of its promoters or director's name is appearing in the list of willful defaulters categorized by any bank or financial institution or consortium thereof.

(n) **Nature of concern or interest of directors/key managerial personnel**

Section 62 of the Companies Act, 2013 provides *inter alia*, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of special resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act and in terms of the provisions of the ICDR Regulations and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution.

Mr. Sanjay Gaikwad, Managing Director, together with his relatives and Mr. Ameya Hete, Director being a relative of Mr. Narendra Hete shall be deemed to be concerned or interested in the proposed Resolutions, by reason of their being part of the Promoter Group which also includes proposed allottees. Apart from the above, no other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed Resolutions, except to the extent of shares held by any of them in the Company.

By order of the Board of Directors

Sameer Chavan
Company Secretary
M. No. F7211

Date: November 06, 2017
Place: Mumbai



UFO MOVIEZ INDIA LIMITED

Valuable Techno Park, Plot No.53/1, Road No.07, Marol MIDC, Andheri (East), Mumbai- 400 093
Tel: 022 4030 5060 Email: investors@ufomoviez.com Website: www.ufomoviez.com
CIN: L22120MH2004PLC285453

PROXY FORM

[Pursuant to Section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No./ DP ID No.: _____

Client Id No.: _____

I / We, being the member(s) of _____ Equity Shares of UFO Moviez India Limited, hereby appoint.

(1) Name _____

Address _____

Email Id: _____ Signature _____ or failing him/her;

(2) Name _____

Address _____

Email Id: _____ Signature _____ or failing him/her;

(3) Name _____

Address _____

Email Id: _____ Signature _____ or failing him/her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, December 1, 2017 at 3.30 p.m. at Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai – 400093 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolutions
1.	Issue of Equity Shares and Share Warrants on Preferential Basis

Signed this day of 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Rs.1/-
Revenue
stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.



digital cinema

UFO MOVIEZ INDIA LIMITED

(CIN: L22120MH2004PLC285453)

Registered and Corporate Office: Valuable Techno Park, Plot No. 53/1, Road No. 7, MIDC, Marol, Andheri (East), Mumbai – 400 093, India

Phone: +91 (22) 4030 5060 **Fax:** +91 (22) 4030 5110 **Email:** investors@ufomoviez.com **Website:** www.ufomoviez.com

ATTENDANCE SLIP

EXTRA- ORDINARY GENERAL MEETING OF EQUITY SHAREHOLDERS ON DECEMBER 1, 2017

(Please complete this attendance slip and hand it over at the registration counter at the meeting hall)

BARCODE

Sr. No.

Name and Address of the Shareholder	
Joint holder(s)	
DP ID client ID	
Number of Shares	

I / We hereby record my / our presence at the Extra-Ordinary General Meeting of the members of UFO Moviez India Limited on Friday, December 1, 2017 at 3.30 p.m. at Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai – 400093.

Signature of 1st Holder

Signature of 2nd Holder

Signature of 3rd Holder

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Venue. Attendance Slips shall also be issued at the Venue.
2. Electronic copy of the Notice of the Extra-Ordinary General Meeting (EGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
3. Physical copy of the Notice of the Extra Ordinary General Meeting (EGM) alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose e-mail Id is not registered

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

Note: Please read the instructions for remote e-voting given in the Notice. The remote e-voting period starts from Tuesday, November 28, 2017 (9.00 a.m.) and ends on Thursday, November 30, 2017 (5.00 p.m.). The e-voting module shall be disabled by Karvy Computershare Pvt. Ltd. upon expiry of aforesaid period.

EXTRA-ORDINARY GENERAL MEETING VENUE - ROUTE MAP

