

Date: July 13, 2018

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

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

**BSE Scrip Code: 539141**

**NSE Scrip Code: UFO**

**Ref.: UFO Moviez India Limited**

Dear Sir / Ma'am,

**Sub: Notice of 14<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 read with Schedule III Part A Para A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed the Notice of the 14<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Thursday, August 9, 2018 at 03:00 p.m. at Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai – 400093.

The same is displayed on the website of the Company at <http://www.ufomoviez.com/>

Kindly take note of the above on your record.

Thanking you,

Yours faithfully,  
For **UFO Moviez India Limited**

*S. S. Chavan*

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

**Encl: a/a**

Cc: National Securities Depository Limited  
Trade World, A wing, 4th & 5th Floors,  
Kamala Mills Compound, Lower Parel,  
Mumbai - 400 013.  
Email: sagard@nsdl.co.in /  
AvinashR@nsdl.co.in / iifd@nsdl.co.in

Central Depository Services (India) Limited  
25th Floor, Marathon Futurex,  
N M Joshi Marg, Lower Parel (East),  
Mumbai - 400013.  
Telephone No. : +91-22-2302 3333  
VijayK@cdslindia.com

**CORPORATE INFORMATION****Board of Directors**

Sanjeev Aga	Chairman & Independent Director
Ameya Hete	Non-Executive Director
Kapil Agarwal	Joint Managing Director
Lynn de Souza	Independent Director
Raaja Kanwar	Non-Executive Director
S. Madhavan	Independent Director
Sanjay Gaikwad	Managing Director
Varun Laul	Non-Executive Director

**Chief Financial Officer**

Ashish Malushte

**Company Secretary**

Sameer Chavan

**Auditors**

M/s. S.R. Batliboi & Associates LLP, Chartered Accountants for the financial year 2017-18.

**Bankers**

HDFC Bank Limited  
Yes Bank Limited

**Registrar & Share Transfer Agent**

Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32, Financial District  
Nanakramguda, Gachibowli, Hyderabad – 500 032.  
Tel No.: 040 6716 2222;  
Fax No.: 040 2300 1153.  
Toll-Free No.: 1800 345 4001  
Email: einward.ris@karvy.com

**Registered and Corporate Office**

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

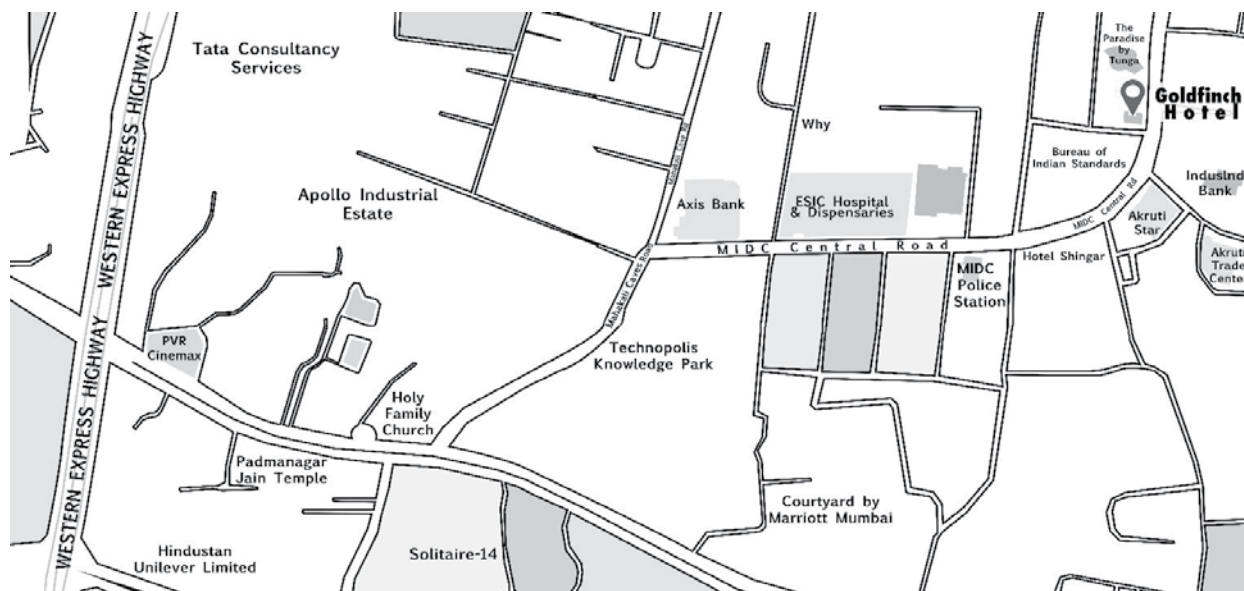
**Corporate Identity Number**

L22120MH2004PLC285453

**ANNUAL GENERAL MEETING**

Day &amp; Date: Thursday, August 9, 2018

Time: 03:00 p.m.

**Venue:** Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai – 400093**ANNUAL GENERAL MEETING VENUE - ROUTE MAP**

## NOTICE

**NOTICE** is hereby given that the Fourteenth Annual General Meeting of the Members of UFO Moviez India Limited (“the Company”) will be held on Thursday, the 9<sup>th</sup> day of August 2018 at 03:00 p.m. at Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai – 400093 to transact the following business(es):

### Ordinary Business:

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 12.50 per equity share.
3. Appointment of Statutory Auditors:  
To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants, having ICAI Firm Registration No.101248W / W-100022, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifth consecutive Annual General Meeting of the Company held after this Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to the applicable taxes and reimbursement of actual out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the duly appointed company secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### Special Business:

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

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Sanjay Gaikwad (DIN: 01001173) as Managing Director of the Company, for a

further period of 5 (five) years from the expiry of his present term of office, that is, with effect from October 17, 2018 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, and to authorize the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

5. **Re-appointment of Mr. Kapil Agarwal (DIN: 00024378) as Joint Managing Director.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Kapil Agarwal (DIN: 00024378) as Joint Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from March 1, 2019 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice and to authorize the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

**Sameer Chavan**

Company Secretary  
M. No. F7211

Date: June 14, 2018  
Place: Mumbai

### Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item Nos. 5 and 6 of the accompanying Notice are annexed hereto. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard – 2 issued by Institute of Company Secretaries of India as notified by the Central Government

- on General Meetings in respect of Directors seeking appointment or re-appointment at the Annual General Meeting is furnished as an annexure to the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 a 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 Annual General Meeting.
  8. The Register of Members and Share Transfer Books of the Company will be closed from Friday, August 3, 2018 to Thursday, August 9, 2018 (both days inclusive).
  9. Dividend, if declared, will be paid after Thursday, August 9, 2018 to those members whose names will appear on the Register of Members of the Company and, in respect of those members who hold shares in the electronic form, as per the list of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited (CDSL) or to their mandate as of the close of business on Thursday, August 2, 2018.
  10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH -13 duly filled into Karvy Computershare Private Limited at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Karvy Computershare Private Limited / the Company immediately.
  11. 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 and the Annual Report of the Company for the financial year 2017-18 are 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.
  12. Members are requested to: a) intimate to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form; b) intimate to the respective Depository Participants, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form; c) quote their folio numbers / DP ID Client ID in all correspondence; d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
  13. A member desirous of getting any information on the accounts or operations of the Company 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.

14. Pursuant to the provision of the Companies Act, 2013, the amount of unpaid/unclaimed dividends for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (hereinafter referred to as 'IEPF') established by the Central Government.

In accordance with provisions of the said Section, no claim shall lie against the Company or the fund in respect of individual amounts of dividend remaining unclaimed for a period of seven years from the dates they became first due for payment and no payment shall be made in respect of any such claims. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company [http://www.ufomoviez.com/IR\\_Unpaid\\_Dividend.aspx](http://www.ufomoviez.com/IR_Unpaid_Dividend.aspx) and on the website of the Ministry of Corporate Affairs.

15. The due date of transferring unclaimed and unpaid dividend declared by the Company to IEPF:

Equity dividend for FY	Date of declaration of dividend	Date by which unclaimed dividend can be claimed	Proposed period for transfer of unclaimed equity dividend to IEPF
2015-16 (Interim)	March 11, 2016	April 9, 2023	From April 10, 2023 to May 9, 2023
2015-16 (Final)	September 14, 2016	October 13, 2023	From October 14, 2023 to November 12, 2023
2016-17 (Final)	September 26, 2017	October 25, 2024	From October 26, 2024 to November 14, 2024

Members who have not encashed the dividend warrants so far in respect of the aforesaid dividend are requested to make their claim to the Company's Registrar & Share Transfer Agent, M/s. Karvy Computershare Private Limited well in advance to the above due date

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agent, M/s. Karvy Computershare Private Limited. Non-Resident Indian members are requested to inform Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, immediately of: (i) Change in their residential status on return to India for permanent settlement; (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. Payment of Dividends through electronic mode: In terms of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, listed companies shall mandatorily make all payments to investors including dividend to shareholders, by using any the Reserve Bank of India approved electronic mode of payment viz, electronic clearance services (local, regional or national), direct credit, real-time gross settlement, national electronic funds transfer etc. We, therefore, request you to do the following:

(i) In case of holding of shares in demat form, update your bank account details with your Depository Participants (DP) immediately. (ii) In case of physical shareholding, submit bank details along with a photocopy of the cancelled cheque of your account to the Company's Registrar & Share Transfer Agent, M/s. Karvy Computershare Private Limited at its office at Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032.

This will facilitate the remittance of the dividend account amount as directed by SEBI in the Bank Account electronically.

18. 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 the physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of a 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 the 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.
19. Voting at Annual General Meeting (AGM) Venue: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM 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.
20. A Member can opt for the only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
21. 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](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.
22. 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 a future communication(s).
23. The remote e-voting period commences on Sunday, August 5, 2018 (09.00 am) and ends on Wednesday, August 8, 2018 (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 Thursday, August 2, 2018 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.
24. 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. Thursday, August 2, 2018.
25. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., Thursday, August 2, 2018, 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](mailto:einward.ris@karvy.com). However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
26. 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.

27. 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.
28. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company [http://www.ufomoviez.com/Shareholder\\_Communication.aspx](http://www.ufomoviez.com/Shareholder_Communication.aspx) 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.
29. The resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, August 9, 2018 subject to receipt of the requisite number of votes in favour of the resolutions.
30. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**For Item No. 4**

Mr. Sanjay Gaikwad, Managing Director, has been the innovator and envisions of the Company for the past 13 years. His contribution has been immense and his strategic and techno-commercial guidance is the bedrock upon which the plans of the Company and its subsidiaries are developed. Under his leadership, the technological integration of D Cinema operations of Scrabble Entertainment Limited, a subsidiary company, have been completed with the Company's advertisement platform, thereby providing critical reach to the Company to key premium theatres across the country. He has contributed significantly to key strategic initiatives such as UFO Framez and Caravan Talkies. It is important that the Company continues to draw on his expertise, knowledge, and experience.

The members of the Company at the Extra-ordinary General Meeting of the Company held on November 30, 2013, had approved the re-appointment of Mr. Sanjay Gaikwad as the Managing Director of the Company and the terms of remuneration payable to him for the period from October 17, 2013 to October 16, 2018. Further, the members of the Company vide resolution passed by postal ballot on January 25, 2017 have revised his remuneration for remaining tenure. The remuneration paid to Mr. Sanjay Gaikwad for the financial year 2017-18 was ₹ 2,75,00,000/-.

The Board of Directors of the Company upon the recommendation of the Nomination and Remuneration Committee, and subject to approval of the members of the Company, have re-appointed, Mr. Sanjay Gaikwad as Managing Director of the Company for a further period of 5 (five) years from the expiry of his present term of office, i.e. with effect from October 17, 2018 on the remuneration mentioned hereinbelow, with powers to the Board to effect such variations therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

1. **Salary**  
₹ 11,00,000 per month.
2. **Perquisites**
  - a. Company's contribution to provident fund and superannuation fund as per Company rules.
  - b. Gratuity as per Company rules.
  - c. Accommodation (furnished or otherwise) or House rent allowance in lieu thereof.
  - d. Reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, servant salary, medical reimbursement.
  - e. Provision of Company maintained car, reimbursement of driver's salary and petrol and vehicle maintenance expenses for the official use.
  - f. Provision of mobile, telephone and internet facility at residence and reimbursement of bills at actuals for the official use.
  - g. Leave travel concession, club fee, medical/ accident insurance and such other perquisites and allowances as may be allowed under the Company's rules / schemes and available to other employees of his category.
  - h. Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
3. The total remuneration as per para 1 and 2 shall be restricted to an amount of ₹ 2,75,00,000/- p.a.
4. Mr. Sanjay Gaikwad will also be entitled to a Special Allowance of ₹ 35,00,000/- p.a. payable equally on monthly basis.
5. In addition to the above, and subject to the Nomination and Remuneration Committee's final determination based upon defined profitability and shareholders' value creation scheme parameters, Mr. Sanjay Gaikwad will also be entitled for an annual performance incentive not exceeding ₹ 1,90,00,000/-.
6. **Valuation of perquisites**  
Perquisites/Allowances shall be valued as per Income-tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
7. **Minimum remuneration**  
In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

**Information about Mr. Sanjay Gaikwad:**

Mr. Sanjay Gaikwad one of our Promoters, is the Managing Director (Executive, Non-Independent Director) of our Company. He holds a bachelor's degree in chemical engineering and a master's degree in management studies from the University of Mumbai. Prior to setting up our Company, he was associated

with leading media houses of India such as Zee Group and Indian Express Group. He is a recipient of the Maxell – Maharashtra Corporate Excellence Awards, 2014 for Excellence in Innovation.

### Directorships:

Sr. No.	Name of the Company	Designation
1	Valuable Technologies Limited	Director
2	Nisarg Building Art & Technology Private Limited	Director
3	Impact Media Exchange Limited	Director
4	Valuable Destinations Private Limited	Director
5	M5 Media Investments Private Limited	Director
6	UFO Moviez India Limited	Managing Director
7	Nifty Portfolio Services Private Limited	Director
8	Qwik Entertainment India Limited	Director
9	Goldencrest Financial Services Private Limited	Director
10	Scrabble Entertainment Limited	Director
11	Valuable Media Limited	Director
12	Edridge Limited, Cyprus *	Director
13	UFO International Limited, Cyprus *	Director

\*[As on March 31, 2018, the petition for sanction of the Scheme of Arrangement between Southern Digital Screenz India Private Limited, V.N. Films Private Limited, Edridge Limited, UFO International Limited (“Transferor Companies”) and UFO Moviez India Limited (“Transferee Company”) and their respective shareholders and creditors was pending before the National Company Law Tribunal.]

### Committee positions:

Name of the Company	Name of Committee	Position
UFO Moviez India Limited	Compensation Committee	Member
	Stakeholders' Relationship Committee	Member
	Corporate Social Responsibility Committee	Chairman & Member
	Finance Committee	Member
	Scheme Implementation Committee	Member
Scrabble Entertainment Limited	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Chairman & Member

### Shareholding in the Company:

He holds 2,63,797 Equity Shares of ₹10 each in the Company.

### Other Information:

(1) Nature of industry	Digital cinema distribution and in-cinema advertising																				
(2) Date or expected date of commencement of commercial production	Not Applicable																				
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																				
(4) Financial performance based on given indicators	<p>Standalone financial performance of the Company (In ₹ Lacs)</p> <table border="1"> <thead> <tr> <th>Title</th> <th>IndAS FY 2018</th> <th>IndAS FY 2017</th> <th>IGAAP FY 2016</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>41,155</td> <td>38,821</td> <td>35,077</td> </tr> <tr> <td>PBT</td> <td>9,396</td> <td>7,691</td> <td>7,242</td> </tr> <tr> <td>PAT</td> <td>7,251</td> <td>5,437</td> <td>5,099</td> </tr> </tbody> </table>	Title	IndAS FY 2018	IndAS FY 2017	IGAAP FY 2016	Turnover	41,155	38,821	35,077	PBT	9,396	7,691	7,242	PAT	7,251	5,437	5,099				
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PBT	9,396	7,691	7,242																		
PAT	7,251	5,437	5,099																		
(5) Foreign investments or collaborations, if any.	<p>As on March 31, 2018, FII/FVCI/Foreign Bodies Corporates, NRI, etc. holds 65,46,578 (23.09%) equity shares of the Company. As on March 31, 2018 the foreign investment by the Company is ₹ 5,788.48 Lacs.</p>																				
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>As on March 31, 2017 (In ₹ Lacs)</p> <table border="1"> <thead> <tr> <th>Title</th> <th>PVR</th> <th>Inox Lesisure</th> <th>UFO</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2,06,219</td> <td>1,22,977</td> <td>38,821</td> </tr> <tr> <td>PBT</td> <td>14,714</td> <td>4,448</td> <td>7,691</td> </tr> <tr> <td>PAT</td> <td>9,292</td> <td>3,048</td> <td>5,437</td> </tr> <tr> <td>Managerial Remuneration Paid to one MD/ WTD</td> <td>731</td> <td>-</td> <td>325</td> </tr> </tbody> </table>	Title	PVR	Inox Lesisure	UFO	Turnover	2,06,219	1,22,977	38,821	PBT	14,714	4,448	7,691	PAT	9,292	3,048	5,437	Managerial Remuneration Paid to one MD/ WTD	731	-	325
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Managerial Remuneration Paid to one MD/ WTD	731	-	325																		
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>Apart from receiving directors' remuneration Mr. Sanjay Gaikwad does not have any direct pecuniary relationship with the Company. There are certain transactions between the Company and companies in which Mr. Sanjay Gaikwad is a director /shareholder. Details of such related party transactions are disclosed in the financial statements of the Company. Mr. Sanjay Gaikwad does not have any direct or indirect pecuniary relationship with the managerial personnel.</p>																				

None of the Directors/Key Managerial Personnel and/or their relatives, except Mr. Sanjay Gaikwad is directly or indirectly concerned or interested, financially or otherwise, except to the



extent of remuneration that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 4 of the Notice.

**For Item No. 5**

Mr. Kapil Agarwal, Joint Managing Director, has made a tremendous contribution to the growth of the Company since its inception. As head of day-to-day operations of the Company, he has been instrumental in managing the affairs of the Company and bringing it to its present pre-eminent position in the industry. His financial acumen and untiring efforts in running the business have reaped rich dividends for the Company.

Since his appointment as Joint Managing Director in 2009, Mr. Agarwal has lead the Company to new heights both operationally as well as financially. He has been instrumental in capital raising for the Company which ensured that it had access to desired capital from reputed investors at the right time. He led the acquisition of Scrabble Entertainment Limited and Southern Digital Screenz India Private Limited by the Company and played a crucial role in successful integration of their businesses with the Company's business and operations. He lead the global rollout of DCI screens of the Company in geographies such as Middle East Asia, Israel, Mexico and USA. He also spearheaded the Company's IPO and was instrumental in the listing of the shares in May 2015. The Company, under his leadership, has seen significant growth in all financial parameters. It is critical for the Company to continue to draw on his expertise, knowledge, and experience.

The members of the Company at the Extra-ordinary General Meeting of the Company held on February 24, 2014, had approved the re-appointment of Mr. Kapil Agarwal as the Joint Managing Director of the Company and the terms of remuneration payable to him for the period from March 1, 2014 to February 28, 2019. Further, the members of the Company vide resolution passed by postal ballot on January 25, 2017 have revised his remuneration for remaining tenure. The remuneration paid to Mr. Kapil Agarwal for the financial year 2017-18 was ₹ 2,75,00,000/-.

The Board of Directors of the Company upon the recommendation of the Nomination and Remuneration Committee, and subject to approval of the members of the Company, have re-appointed Mr. Kapil Agarwal as Joint Managing Director of the Company for a further period of 5 (five) years from the expiry of his present term of office, i.e. with effect from March 1, 2019 on the terms of remuneration mentioned hereinbelow, with powers to the Board to effect such variations therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

**1. Salary**

₹11,00,000 per month.

**2. Perquisites**

- a. Company's contribution to provident fund and superannuation fund as per Company rules.
- b. Gratuity as per Company rules.
- c. Accommodation (furnished or otherwise) or House rent allowance in lieu thereof.

- d. Reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, servant salary, medical reimbursement.
- e. Provision of Company maintained car, reimbursement of driver's salary and petrol and vehicle maintenance expenses for the official use.
- f. Provision of mobile, telephone and internet facility at residence and reimbursement of bills at actuals for the official use.
- g. Leave travel concession, club fee, medical/ accident insurance and such other perquisites and allowances as may be allowed under the Company's rules / schemes and available to other employees of his category.
- h. Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

3. The total remuneration as per para 1 and 2 shall be restricted to an amount of ₹ 2,75,00,000/- p.a.

4. Mr. Kapil Agarwal will also be entitled to Special Allowance of ₹ 35,00,000/- p.a. payable equally on monthly basis.

5. In addition to the above, and subject to the Nomination and Remuneration Committee's final determination based upon defined profitability and shareholders' value creation scheme parameters, Mr. Kapil Agarwal will also be entitled for an annual performance incentive of an amount not exceeding ₹ 1,90,00,000/-.

**6. Valuation of perquisites**

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

**7. Stock Options**

Stock Options as per the schemes as may be framed by the Company from time to time.

**8. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Joint Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

**Information about Mr. Kapil Agarwal:**

Mr. Kapil Agarwal is the Joint Managing Director (Executive, Non-Independent Director) of our Company. A Chartered Accountant by qualification, he has been associated with our Company in various capacities including a Board member since 2005. He took over the responsibilities of day to day operations of the Company as Joint Managing Director on March 1, 2009. In his previous assignments, he was associated with leading industrial houses such as Modi Group, Apollo Tyres, and British Gas. In the year 2013, he was the recipient of CA Business Leader – SME Sector, award for exceptional performance and achievement by the Institute of Chartered Accountants of India.

# UFO MOVIEZ INDIA LIMITED

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## Directorships:

Sr. No.	Name of the Company	Designation
1.	UFO Moviez India Limited	Joint Managing Director
2.	Scrabble Entertainment Limited	Director
3.	Edridge Limited, Cyprus *	Director
4.	UFO International Limited, Cyprus *	Director
5.	Scrabble Entertainment (Mauritius) Limited	Director
6.	Scrabble Entertainment DMCC	Director
7.	Scrabble Digital Inc	Director
8.	Scrabble Ventures LLC	Director
9.	Scrabble Ventures S. DE R.L. DE C.V	Director
10.	Ipsaa Educuity Private Limited	Director

\* [As on March 31, 2018, the petition for sanction of the Scheme of Arrangement between Southern Digital Screenz India Private Limited, V.N. Films Private Limited, Edridge Limited, UFO International Limited ('Transferor Companies') and UFO Moviez India Limited ('Transferee Company') and their respective shareholders and creditors was pending before the National Company Law Tribunal.]

## Committee positions:

Name of the Company	Name of Committee	Position
UFO Moviez India Limited	Stakeholders' Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
	Finance Committee	Member
	Scheme Implementation Committee	Member
Scrabble Entertainment Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

## Shareholding in the Company:

He holds 4,62,394 Equity Shares of ₹10 each in the Company.

He is also holding 2,12,500 employees stock option.

## Other Information:

(1) Nature of industry	Digital cinema distribution and in-cinema advertising
(2) Date or expected date of commencement of commercial production	Not Applicable
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

(4) Financial performance based on given indicators	Standalone financial performance of the Company (In ₹ Lacs)			
	<b>Title</b>	<b>IndAS FY 2018</b>	<b>IndAS FY 2017</b>	<b>IGAAP FY 2016</b>
	Turnover	41,155	38,821	35,077
	PBT	9,396	7,691	7,242
	PAT	7,251	5,437	5,099
(5) Foreign investments or collaborations, if any.	As on March 31, 2018, FII/FVCI/Foreign Bodies Corporates, NRI, etc. holds 65,46,578 (23.09%) equity shares of the Company. As on March 31, 2018 the foreign investment by the Company is ₹ 5,788.48 Lacs.			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	As on March 31, 2017 (In ₹ Lacs)			
	<b>Title</b>	<b>PVR</b>	<b>Inox Le-sis-ure</b>	<b>UFO</b>
	Turnover	2,06,219	1,22,977	38,821
	PBT	14,714	4,448	7,691
	PAT	9,292	3,048	5,437
	Managerial Re-munera-tion Paid to one MD/WTD	731	-	325
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving directors' remuneration Mr. Kapil Agarwal does not have any direct or indirect pecuniary relationship with the Company and with the managerial personnel.			

The Company has entered into an agreement with Mr. Kapil Agarwal laying down, inter alia, the terms of remuneration referred to above and the powers and authorities delegated to him. A copy of the said agreement is available for inspection by the members during business hours on any working day between 11.00 a. m. and 01.00 p.m. at the registered office of the Company upto and including the date of the meeting.

None of the Directors/key managerial personnel and/or their relatives, except Mr. Kapil Agarwal is directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 5 of the Notice.

By order of the Board of Directors

Date: June 14, 2018  
Place: Mumbai

**Sameer Chavan**  
Company Secretary  
M. No. F7211

**Details of the Directors seeking re-appointment in the forthcoming Annual General Meeting in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2.**

<b>Name of Director</b>	<b>Mr. Sanjay Gaikwad</b>	<b>Mr. Kapil Agarwal</b>
Date of Birth and Age	July 26, 1965, 52; years	October 14, 1960, 57 years
Date of Initial Appointment	He was originally appointed as a Director on June 14, 2004 and resigned with effect from June 30, 2006. Subsequently, he was appointed as a Managing Director on October 17, 2008.	He was originally appointed as a Director on May 13, 2005 and he resigned with effect from January 9, 2007. Subsequently he was re-appointed as a Director on October 17, 2008 and then designated as a Joint Managing Director on March 1, 2009.
Qualification	Bachelor's degree in Chemical Engineering and a Master's degree in Management Studies from the University of Mumbai.	Bachelor's degree in Commerce from the University of Meerut and Chartered Accountant
Experience and Expertise in specific functional areas	More than 25 years of experience in the field of technology, finance, strategy, and general Corporate Management.	More than 34 years of experience in the field of finance, strategy, and general Corporate Management.
No. of meetings of the Board attended during the financial year 2017-18.	9 out of 9	8 out of 9
List of Directorship of Board as on March 31, 2018	<ol style="list-style-type: none"> <li>1. UFO Moviez India Limited</li> <li>2. Valuable Technologies Limited</li> <li>3. Nisarg Building Art &amp; Technology Private Limited</li> <li>4. Impact Media Exchange Limited</li> <li>5. Valuable Destinations Private Limited</li> <li>6. M5 Media Investments Private Limited</li> <li>7. Nifty Portfolio Services Private Limited</li> <li>8. Qwik Entertainment India Limited</li> <li>9. Goldencrest Financial Services Private Limited</li> <li>10. Scrabble Entertainment Limited</li> <li>11. Valuable Media Limited</li> <li>12. Edridge Limited, Cyprus *</li> <li>13. UFO International Limited, Cyprus *</li> </ol>	<ol style="list-style-type: none"> <li>1. UFO Moviez India Limited</li> <li>2. Scrabble Entertainment Limited</li> <li>3. Edridge Limited, Cyprus *</li> <li>4. UFO International Limited, Cyprus *</li> <li>5. Scrabble Entertainment (Mauritius) Limited</li> <li>6. Scrabble Entertainment DMCC</li> <li>7. Scrabble Digital Inc</li> <li>8. Scrabble Ventures LLC</li> <li>9. Scrabble Ventures S. DE R.L. DE C.V</li> <li>10. Ipsaa Educity Private Limited</li> </ol>
List of Membership / Chairmanship of as on March 31, 2018	<p><u>UFO Moviez India Limited</u></p> <ol style="list-style-type: none"> <li>1. Compensation Committee - Member</li> <li>2. Stakeholders' Relationship Committee - Member</li> <li>3. Corporate Social Responsibility Committee - Chairman &amp; Member</li> <li>4. Finance Committee - Member</li> <li>5. Scheme Implementation Committee - Member</li> </ol> <p><u>Scrabble Entertainment Limited</u></p> <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee -Member</li> <li>2. Corporate Social Responsibility Committee - Chairman &amp; Member</li> </ol>	<p><u>UFO Moviez India Limited</u></p> <ol style="list-style-type: none"> <li>1. Stakeholders' Relationship Committee - Member</li> <li>2. Corporate Social Responsibility Committee - Member</li> <li>3. Finance Committee - Member</li> <li>4. Scheme Implementation Committee - Member</li> </ol> <p><u>Scrabble Entertainment Limited</u></p> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> <li>2. Nomination and Remuneration Committee -Member</li> <li>3. Corporate Social Responsibility Committee -Member</li> </ol>
Shareholding in the Company as on date	2,63,797 equity shares	4,62,394 equity shares

# UFO MOVIEZ INDIA LIMITED

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Name of Director	Mr. Sanjay Gaikwad	Mr. Kapil Agarwal
Relationship with other directors, manager and Key Managerial Personnel of the Company	No Relation	No Relation
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Forming the part of the explanatory statement of the notice of the annual general meeting.	Forming the part of the explanatory statement of the notice of the annual general meeting.
Justification for choosing the appointee for the appointment as Independent Directors	Not Applicable	Not Applicable

*\*[As on March 31, 2018 the petition for sanction of the Scheme of Arrangement between Southern Digital Screenz India Private Limited, V.N. Films Private Limited, Edridge Limited, UFO International Limited ("Transferor Companies") and UFO Moviez India Limited ("Transferee Company") and their respective shareholders and creditors was pending before the National Company Law Tribunal.]*

By order of the Board of Directors

Date: June 14, 2018  
Place: Mumbai

**Sameer Chavan**  
Company Secretary  
M. No. F7211

**Registered Office:**

Valuable Techno Park, Plot #53/1,  
Road #7, MIDC, Marol, Andheri (E), Mumbai – 400093.  
Email: investors@ufomoviez.com  
Website: www.ufomoviez.com  
CIN: L22120MH2004PLC285453



## 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

#### 14<sup>TH</sup> ANNUAL GENERAL MEETING ON AUGUST 9, 2018

(To be signed and handed over at the entrance of the meeting venue)

Sr. No.

<b>Name &amp; Address of Sole/First named Member :</b>	
<b>Name's of the Joint Member(s) if any :</b>	
<b>DP ID No. &amp; Client ID No. / Folio No. :</b>	
<b>Number of shares held :</b>	

I / We hereby record my / our presence at the 14<sup>th</sup> Annual General Meeting of the Company on Thursday, August 9, 2018 at 03:00 p.m. at Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai – 400093.

\_\_\_\_\_  
Signature of 1<sup>st</sup> Holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> Holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> 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 Annual Report for the year ended March 31, 2018 and Notice of the Annual General Meeting (AGM) 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 AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the year ended March 31, 2018 and Notice of the Annual General Meeting 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

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

Note: Please read the instructions for remote e-voting given alongwith Annual Report. The remote e-voting period starts from Sunday, August 5, 2018 (09.00 am) and ends on Wednesday, August 8, 2018 (05.00 pm). The e-voting module shall be disabled by Karvy upon expiry of aforesaid period.



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

### 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 .....

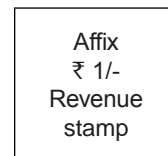
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Thursday, August 9, 2018 at 03.00 p.m. at Senate Hall, Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (E), Mumbai - 400093 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolutions
1.	To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon
2.	To declare a dividend of ₹ 12.50 per equity share
3.	Appointment of Statutory Auditors
4.	Re-appointment of Mr. Sanjay Gaikwad (DIN: 01001173) as Managing Director
5.	Re-appointment of Mr. Kapil Agarwal (DIN: 00024378) as Joint Managing Director

Signed this ..... day of ..... 2018

Signature of shareholder.....

Signature of Proxy holder(s).....



#### 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.