

15th May, 2018

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Bldg., P. J. Towers
Dalal Street, Fort
Mumbai 400001
Scrip Code: 539141

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400051
Scrip Code: UFO

Ref: UFO Moviez India Ltd.

Dear Sir / Ma'am

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

This is further to our letter dated 11th April, 2018 with respect to Postal Ballot / E-voting Notice dated 3rd April, 2018 sent to shareholders of the Company, seeking their approval on the following matters:

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

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

The details of voting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached herewith and marked as "**Annexure -1**".

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

You are requested to kindly take the same on record.

Thanking you,

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

S. S. Chavan

Sameer Chavan
Company Secretary

Enclosures: As above



UFO Moviez India Limited

Date of declaration of Postal Ballot / E-Voting Results: 15th May 2018

Date of the AGM/EGM	NA
Total Number of Shareholders on record date i.e. 6th April 2018	27747
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoter and Promoter Group:	-
Public:	-
No. of shareholders attended the the meeting through Video Conferencing:	NA
Promoter and Promoter Group:	-
Public:	-

Resolution 1: Approval of repricing of options along with extension of exercise period under 'UFO Moviez India Limited – Employee Stock Option Scheme – 2014' for the benefit of existing option grantees under employment of the Company

Resolution required: Ordinary/Special			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	85,15,252	85,15,251	100.0000	85,15,251	-	100.0000	-
	Pol/Postal ballot		1	0	1	-	100.0000	-
	Total		85,15,252	100.0000	85,15,252	-	100.0000	-
Public – Institutional holders	E-Voting	1,22,11,159	1,05,58,601	86.4668	84,14,853	21,43,748	79.6967	20.3033
	Pol/Postal ballot		-	-	-	-	-	-
	Total		1,05,58,601	86.4668	84,14,853	21,43,748	79.6967	20.3033
Public-Non Institutional	E-Voting	76,24,390	28,42,362	37.2799	28,38,796	3,566	99.8745	0.1255
	Pol/Postal ballot		6,445	0.0845	6,291	154	97.6106	2.3894
	Total		28,48,807	37.3644	28,45,087	3,720	99.8694	0.1306
Total	E-voting	2,83,50,801	2,19,16,214	77.3037	1,97,68,900	21,47,314	90.2022	9.7978
	Pol/Postal ballot		6,446	0.0227	6,292	154	97.6109	2.3891
	Total		2,19,22,660	77.3264	1,97,75,192	21,47,468	90.2043	9.7957

Resolution 2: Approval of repricing of options along with extension of exercise period under 'UFO Moviez India Limited Employee Stock Option Scheme - 2014' for the benefit of existing option grantees under employment of Subsidiary Companies

Resolution required: Ordinary/Special			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	85,15,252	85,15,251	100.0000	85,15,251	-	100.0000	-
	Pol/Postal ballot		1	0	1	-	100.0000	-
	Total		85,15,252	100.0000	85,15,252	-	100.0000	-
Public – Institutional holders	E-Voting	1,22,11,159	1,05,58,601	86.4668	84,14,853	21,43,748	79.6967	20.3033
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	Total		2,19,22,660	77.3264	1,97,75,192	21,47,468	90.2043	9.7957



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

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

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

SCRUTINIZER REPORT ON POSTAL BALLOT

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

To,

The Chairman,

UFO Moviez India Limited

Valuable Techno Park, Plot #53/1,

Road #7 MIDC, Marol,

Andheri (East), Mumbai-400093.

Sub: Report on passing of resolutions through Postal Ballot Process

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on Tuesday, 3rd April, 2018 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by KARVY Computershare Private Limited in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolutions contained in the Notice dated 3rd April, 2018 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolutions contained in the Notice dated 3rd April, 2018 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by KARVY Computershare Private Limited, the authorised agency engaged by the Company to provide e-voting facilities and the report generated electronically for voting done by postal ballots.



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

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

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I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on Friday, 13th April, 2018 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on Friday, 6th April, 2018.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Saturday, 14th April, 2018 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto 5.00 p.m. on Sunday, 13th May, 2018 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by KARVY Computershare Private Limited for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto 5.00 P.M. on Sunday, 13th May, 2018 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Karvy Computershare Private Limited (KARVY).
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were also not opened.
- 1.7. I have not found any ballot forms which were considered invalid due to either signature mismatch or no signature.
- 1.8. I have also received a complete record of votes cast by electronic mode from KARVY Computershare Private Limited, the agency for providing and supervising electronic platform which was closed by KARVY on Sunday, 13th May, 2018 at 5.00 p.m.



D. M. ZAVERI & Co.

Company Secretaries

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

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
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1.9. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" each of the resolutions that put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by KARVY Computershare Private Limited is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item No 1 : Approval of repricing of options along with extension of exercise period under 'UFO Moviez India Limited – Employee Stock Option Scheme – 2014' for the benefit of existing option grantees under employment of the Company (Special Resolution)									
E-voting	21916214	127	19768900	90.2022	23	2147314	9.7978	NIL	NIL
Postal Ballot	6446	24	6292	97.6109	5	154	2.3891	NIL	NIL
Total	21922660	151	19775192	90.2043	28	2147468	9.7957	NIL	NIL
Item No 2: Approval of repricing of options along with extension of exercise period under 'UFO Moviez India Limited Employee Stock Option Scheme - 2014' for the benefit of existing option grantees under employment of Subsidiary Companies (Special Resolution)									
E-voting	21916214	127	19768900	90.2022	23	2147314	9.7978	NIL	NIL
Postal Ballot	6446	24	6292	97.6109	5	154	2.3891	NIL	NIL
Total	21922660	151	19775192	90.2043	28	2147468	9.7957	NIL	NIL



DS Dharmesh Zaveri
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The special resolutions passed by requisite majority are as under;

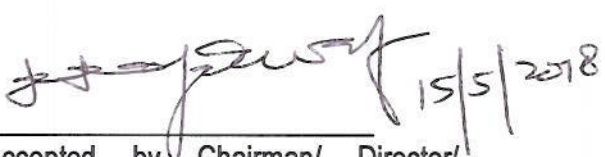
Reference to provisions of Companies Act, 2013	Type and description of ordinary/ special resolutions
Special Resolution pursuant to Section 62(1)(b) and other applicable provisions of Companies Act, 2013.	Approval of repricing of options along with extension of exercise period under 'UFO Moviez India Limited-Employee Stock Option Scheme – 2014' for the benefit of existing option grantees under employment of the Company
Special Resolution pursuant to Section 62(1)(b) and other applicable provisions of Companies Act, 2013.	Approval of repricing of options along with extension of exercise period under 'UFO Moviez India Limited Employee Stock Option Scheme - 2014' for the benefit of existing option grantees under employment of Subsidiary Companies

- 1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the chairman considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.11. The above mentioned resolutions are deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 13th May 2018.
- 1.12. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Practising Company Secretary


Dharmesh Zaveri
(Proprietor)
Membership No.: 5418
C.P. No.: 4363
Place: Mumbai
Date: 14th May 2018




Accepted by Chairman/ Director/
authorised person of
UFO Moviez India Limited