UFO digital cinema

Date: September 15, 2016

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

BSE Scrip Code: **539141**

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

NSE Symbol: **UFO**

Dear Sir / Ma'am,

Sub: Proceedings / Outcome of 12th Annual General Meeting (AGM) along with Voting Results and Scrutinzer's Report

We are pleased to submit herewith the following with respect to the 12th Annual General Meeting (AGM) of the Company held on September 14, 2016 at Sivaswamy Auditorium of Fine Arts Cultural Centre, Fine Arts Chowk, R. C. Marg, Chembur, Mumbai – 400071.

1. Summary of Proceedings of the AGM as required under Regulation 30, Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I).

2. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-II).

3. Scrutinizer's Report dated September 14, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration)Rules, 2014 (Annexure-III).

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **UFO Moviez India Limited**

S. S. Chavan

UFO MOVIEZ INDIA LIMITED

Sameer Chavan
Company Secretary

Encl: **a/a**

UFO
digital cinema

Annexure I

Summary of Proceedings of the 12th Annual General Meeting of the Company

The 12th Annual General Meeting (AGM) of the members of UFO Moviez India Limited ("the Company") was held on Wednesday, September 14, 2016 at 10.30 a.m. at Sivaswamy Auditorium of Fine Arts Cultural Centre, Fine Arts Chowk, R. C. Marg, Chembur, Mumbai – 400071.

Mr. Sanjeev Aga, Chairman & Independent Director chaired the meeting. The following other Directors attended the meeting - Mr. Sanjay Gaikwad, Managing Director, Mr. Kapil Agarwal, Joint Managing Director, Mr. S, Madhavan, Independent Director and Ms. Lynn de Souza, Independent Director. The requisite quorum of members being present, the meeting was called to order.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meetings, it was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of the AGM dated July 26, 2016 were transacted at the meeting:

1. Adoption of the audited financial statements for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon.

2. Adoption of the audited consolidated financial statements for the financial year ended March 31, 2016 together with the report of the Auditors thereon.

3. Declaration of a final dividend of Rs.3 per equity share.

4. Approval of the interim dividend of Rs.5 per equity share, already paid during the year, for the financial year ended March 31, 2016.

5. Re-appointment of Mr. Biswajit Subramanian (DIN No. 00905348) as Director retires by rotation.

6. Ratification of appointment of S.R. Batliboi & Associates LLP, Chartered Accountants, Mumbai (Firm Registration No. 101049W) as Statutory Auditors of the Company.

The Chairman invited the members to express their views and make their observations on the financial statements, the performance of the Company and related matters. Clarifications were provided to the queries raised by the members to their satisfaction.

The Board of Directors had appointed Mr. Dharmesh Zaveri, Practicing Company Secretary as the Scrutinizer for conducting the voting / poll and e-voting process.

Based on Scrutinizer's Report, all the resolutions as set out in the notice have been passed with requisite majority. This is for your information and records

Thanking you,

For **UFO Moviez India Limited**

S. S. Chavan

Sameer Chavan
Company Secretary

UFO MOVIEZ INDIA LIMITED

Annexure - II

Date of the AGM/EGM	14th September, 2016
Total Number of Shareholders on record date	24748
No. of shareholders present in the meeting either in person on through proxy:	
Promoter and Promoter Group:	5
Public:	37
No. of shareholders attended the the meeting through Video Conferencing:	NA
Promoter and Promoter Group:	
Public:	

Resolution 1: Adoption of audited financial statements for the financial year ended on 31st March 2016 together with the reports of the Board of Directors and Auditor's thereon

Resolution required:Ordinary/Special — Ordinary

Whether promoter/promoter group are interested in the agenda/resolusion? — 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	79,65,721	54,58,166	68.5207	54,58,166	-	100.0000	-
	Poll/Postal ballot		25,07,555	31.4793	25,07,555	-	100.0000	-
	Total		79,65,721	100.0000	79,65,721	-	100.0000	-
Public – Institutional holders	E-Voting	1,26,36,022	1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
Public-Non Institutional	E-Voting	69,99,058	5,51,395	7.8781	5,51,333	62	99.9888	0.0112
	Poll/Postal ballot		1,04,536	1.4936	1,04,536	-	100.0000	-
	Total		6,55,931	9.3717	6,55,869	62	99.9905	0.0095
Total	E-voting		1,78,54,045	64.6867	1,78,53,983	62	99.9997	0.0003
	Poll/Postal ballot		26,12,091	9.4638	26,12,091	-	100.0000	-
	Total	2,76,00,801	2,04,66,136	74.1505	2,04,66,074	62	99.9997	0.0003

Resolution 2: Adoption of audited consolidated financial statements for the financial year ended on 31st March 2016 together with the report of the Auditor's thereon

Resolution required:Ordinary/Special — Ordinary

Whether promoter/promoter group are interested in the agenda/resolusion? — 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	79,65,721	54,58,166	68.5207	54,58,166	-	100.0000	-
	Poll/Postal ballot		25,07,555	31.4793	25,07,555	-	100.0000	-
	Total		79,65,721	100.0000	79,65,721	-	100.0000	-
Public – Institutional holders	E-Voting	1,26,36,022	1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
Public-Non Institutional	E-Voting	69,99,058	5,51,395	7.8781	5,51,333	62	99.9888	0.0112
	Poll/Postal ballot		1,04,536	1.4936	1,04,536	-	100.0000	-
	Total		6,55,931	9.3717	6,55,869	62	99.9905	0.0095

UFO MOVIEZ INDIA LIMITED

Total	E-voting		1,78,54,045	64.6867	1,78,53,983	62	99.9997	0.0003
	Poll/Postal ballot		26,12,091	9.4638	26,12,091	-	100.0000	-
	Total	2,76,00,801	2,04,66,136	74.1505	2,04,66,074	62	99.9997	0.0003

Resolution 3: Declaration of final dividend of Rs. 3 per share

Resolution required:Ordinary/Special	Ordinary
Whether promoter/promoter group are interested in the agenda/resolusion?	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	79,65,721	54,58,166	68.5207	54,58,166	-	100.0000	-
	Poll/Postal ballot		25,07,555	31.4793	25,07,555	-	100.0000	-
	Total		79,65,721	100.0000	79,65,721	-	100.0000	-
Public – Institutional holders	E-Voting	1,26,36,022	1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
Public-Non Institutional	E-Voting	69,99,058	5,51,395	7.8781	5,51,395	-	100.0000	-
	Poll/Postal ballot		1,05,036	1.5007	1,05,036	-	100.0000	-
	Total		6,56,431	9.3788	6,56,431	-	100.0000	-
Total	E-voting		1,78,54,045	64.6867	1,78,54,045	-	100.0000	-
	Poll/Postal ballot		26,12,591	9.4656	26,12,591	-	100.0000	-
	Total	2,76,00,801	2,04,66,636	74.1523	2,04,66,636	-	100.0000	-

Resolution 4: Approval of the interim dividend of Rs. 5 per share, already paid during the year, for the financial year ended 31st March, 2016

Resolution required:Ordinary/Special	Ordinary
Whether promoter/promoter group are interested in the agenda/resolusion?	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	79,65,721	54,58,166	68.5207	54,58,166	-	100.0000	-
	Poll/Postal ballot		25,07,555	31.4793	25,07,555	-	100.0000	-
	Total		79,65,721	100.0000	79,65,721	-	100.0000	-
Public – Institutional holders	E-Voting	1,26,36,022	1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
Public-Non Institutional	E-Voting	69,99,058	5,51,395	7.8781	5,51,395	-	100.0000	-
	Poll/Postal ballot		1,05,036	1.5007	1,05,036	-	100.0000	-
	Total		6,56,431	9.3788	6,56,431	-	100.0000	-
Total	E-voting		1,78,54,045	64.6867	1,78,54,045	-	100.0000	-
	Poll/Postal ballot		26,12,591	9.4656	26,12,591	-	100.0000	-
	Total	2,76,00,801	2,04,66,636	74.1523	2,04,66,636	-	100.0000	-

Resolution 5: Re-appointment of Mr. Biswajit Subramanian (DIN: 00905348)

Resolution required:Ordinary/Special	Ordinary
Whether promoter/promoter group are interested in the agenda/resolusion?	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	79,65,721	54,58,166	68.5207	54,58,166	-	100.0000	-
	Poll/Postal ballot		25,07,555	31.4793	25,07,555	-	100.0000	-
	Total		**79,65,721**	**100.0000**	**79,65,721**	**-**	**100.0000**	**-**
Public – Institutional holders	E-Voting	1,26,36,022	1,18,44,484	93.7359	1,13,04,538	5,39,946	95.4414	4.5586
	Poll/Postal ballot		-	-	-	-	-	-
	Total		**1,18,44,484**	**93.7359**	**1,13,04,538**	**5,39,946**	**95.4414**	**4.5586**
Public-Non Institutional	E-Voting	69,99,058	5,51,395	7.8781	5,51,285	110	99.9801	0.0199
	Poll/Postal ballot		1,04,536	1.4936	1,04,536	-	100.0000	-
	Total		**6,55,931**	**9.3717**	**6,55,821**	**110**	**99.9832**	**0.0168**
Total	E-voting		1,78,54,045	64.6867	1,73,13,989	5,40,056	96.9752	3.0248
	Poll/Postal ballot		**26,12,091**	9.4638	**26,12,091**	**-**	100.0000	-
	Total	2,76,00,801	**2,04,66,136**	**74.1505**	**1,99,26,080**	**5,40,056**	**97.3612**	**2.6388**

Resolution 6: Ratification of appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditor until conclusion of next AGM

Resolution required:Ordinary/Special	Ordinary
Whether promoter/promoter group are interested in the agenda/resolusion?	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	79,65,721	54,58,166	68.5207	54,58,166	-	100.0000	-
	Poll/Postal ballot		25,07,555	31.4793	25,07,555	-	100.0000	-
	Total		**79,65,721**	**100.0000**	**79,65,721**	**-**	**100.0000**	**-**
Public – Institutional holders	E-Voting	1,26,36,022	1,18,44,484	93.7359	1,18,44,484	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		**1,18,44,484**	**93.7359**	**1,18,44,484**	**-**	**100.0000**	**-**
Public-Non Institutional	E-Voting	69,99,058	5,51,395	7.8781	5,51,333	62	99.9888	0.0112
	Poll/Postal ballot		1,04,536	1.4936	1,04,536	-	100.0000	-
	Total		**6,55,931**	**9.3717**	**6,55,869**	**62**	**99.9905**	**0.0095**
Total	E-voting		1,78,54,045	64.6867	1,78,53,983	62	99.9997	0.0003
	Poll/Postal ballot		**26,12,091**	9.4638	**26,12,091**	**-**	100.0000	-
	Total	2,76,00,801	**2,04,66,136**	**74.1505**	**2,04,66,074**	**62**	**99.9997**	**0.0003**

S. S Sharma

UFO MOVIEZ INDIA LIMITED

Annexure III

D. M. ZAVERI & Co.

Company Secretaries

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

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

Combined Report of Scrutinizer for e-voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
12th Annual General Meeting of Equity Shareholders of
UFO Moviez India Limited,
held on 14th September, 2016 at,
Sivaswamy Auditorium of Fine Arts Cultural Center,
Fine Arts Chowk, R. C. Marg,
Chembur, Mumbai-400071.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries, Mumbai**, was appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through ballot process at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 12th AGM of the Equity Shareholders of UFO Moviez India Limited held on Monday, 14th September, 2016 at Sivaswamy Auditorium of Fine Arts Cultural Center, Fine Arts Chowk, R. C. Marg, Chembur, Mumbai-400071.

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 voting through electronic means (remote e-voting) and voting by use of physical ballots by the shareholders at the venue of AGM on the resolution contained in the Notice of the 12th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the physical ballot voting at the 12th AGM is restricted to make a

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4363 COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

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

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 12th AGM of the Company held on 14th September, 2016, facility of voting through ballot process was given to the members present in the meeting.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the 12th AGM. I have issued separate Scrutinizer's Report dated 14th September, 2016 on the remote e-voting and on the ballot/Poll through physical ballot.

The Result of remote e-voting together with that of the ballot / Poll 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	Nos
Item 1: Adoption of audited financial statements for the financial year ended on 31st March 2016 together with the reports of the Board of Directors and Auditor's thereon. (Ordinary Resolution)								
E-voting	17854045	69	17853983	99.99965	2	62	0.0003	NIL
Poll/ballot voting	2612091	33	2612091	100.0000	0	0	0.0000	NIL
Total	**20466136**	**102**	**20466074**	**99.9997**	**2**	**62**	**0.0003**	**NIL**
Item 2: Adoption of audited consolidated financial statements for the financial year ended on 31st March 2016 together with the report of the Auditor's thereon. (Ordinary Resolution)								
E-voting	17854045	69	17853983	99.9997	2	62	0.0003	NIL
Poll/ballot voting	2612091	33	2612091	100.0000	0	0	0.0000	NIL
Total	**20466136**	**102**	**20466074**	**99.9997**	**2**	**62**	**0.0003**	**NIL**
Item 3: Declaration of final dividend of Rs. 3 per share. (Ordinary Resolution)								
E-voting	17854045	71	17854045	100.0000	0	0	0.0000	NIL
Poll/ballot voting	2612591	34	2612591	100.0000	0	0	0.0000	NIL
Total	**20466636**	**105**	**20466636**	**100.0000**	**0**	**0**	**0.0000**	**NIL**

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4363 COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

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

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

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	Nos
Item 4: Approval of the interim dividend of Rs. 5 per share, already paid during the year, for the financial year ended 31st March, 2016. (Ordinary Resolution)								
E-voting	17854045	71	17854045	100.0000	0	0	0.0000	NIL
Poll/ballot voting	2612591	34	2612591	100.0000	0	0	0.0000	NIL
Total	**20466636**	**105**	**20466636**	**100.0000**	**0**	**0**	**0.0000**	**NIL**
Item 5: Re-appointment of Mr. Biswajit Subramanian (DIN: 00905348). (Ordinary Resolution)								
E-voting	17854045	64	17313989	96.9752	7	540056	3.0248	NIL
Poll/ballot voting	2612091	33	2612091	100.0000	0	0	0.0000	NIL
Total	**20466136**	**97**	**19926080**	**97.3612**	**7**	**540056**	**2.6388**	**NIL**
Item 6: Ratification of appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditor until conclusion of next AGM. (Ordinary Resolution)								
E-voting	17854045	69	17853983	99.9997	2	62	0.0003	NIL
Poll/ballot voting	2612091	33	2612091	100.0000	0	0	0.0000	NIL
Total	**20466136**	**102**	**20466074**	**99.9997**	**2**	**62**	**0.0003**	**NIL**

D. M. ZAVERI & CO. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

D. M. ZAVERI & Co.

Company Secretaries

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

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503

All the resolutions voted through under remote e-voting and ballot/poll were passed with requisite majority.

The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 12th Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co
Practising Company Secretary

D. M. ZAVERI & CO. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 14th September, 2016

Mr. Sanjeev Aga
Chairman of the meeting