

Date: 16th January, 2017

To BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code – 539141

To National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G
Block BandraKurla Complex, Bandra (East),
Mumbai – 400 051
Scrip Symbol - UFO

Dear Sir/ Ma'am,

Sub: Proceedings / Outcome of the Court Convened Meeting (CCM) of equity shareholders of UFO Moviez India Limited held on 16th January, 2017 along with Voting Results and Scrutinizer's Report

We are pleased to submit herewith the following with respect to the Court Convened Meeting of equity shareholders of UFO Moviez India Limited held on Monday, 16th January, 2017 at 11:00 a.m. at Emerald Hall, Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri - East, Mumbai – 400059 (CCM).

1. Summary of Proceedings of the CCM as required under Regulation 30, Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure-I**).
2. Results of voting held through remote e-voting and ballot process at the CCM pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure-II**).
3. Scrutinizer's Report dated 16th January, 2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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



Sameer Chavan
Company Secretary

Encl: a/a

**Summary of Proceedings of the Court Convened Meeting of equity shareholders of
UFO Moviez India Limited held on 16th January, 2017**

The Court Convened Meeting of equity shareholders of UFO Moviez India Limited was held on Monday, 16th January, 2017 at 11.00 a.m. at Emerald Hall, Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri - East, Mumbai – 400059 (CCM).

Mr. Sanjeev Aga, Chairman of the Board of Directors of the Company expressed his inability to attend the meeting due to some exigencies. The Board members present unanimously decided Mr. Sanjay Gaikwad, Managing Director of the Company as the Chairman for the meeting.

Mr. Sanjay Gaikwad chaired the meeting. The following other Directors attended the meeting Mr. Kapil Agarwal, Joint Managing Director and Ms. Lynn de Souza, Independent Director. The requisite quorum of shareholders being present, the meeting was called to order.

The Chairman informed that the Company had provided the shareholders the facility to cast their vote through remote e-voting, on all resolutions set forth in the Notice. Shareholders who were present at the CCM and had not cast their votes through remote e-voting were provided an opportunity to cast their votes at the end of the meeting, it was further informed that there would be no voting by show of hands.

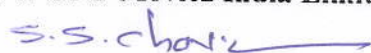
The following items of business, as per the Notice of the CCM dated 9th November, 2016 were transacted at the meeting:

1. Approval of the Scheme of Arrangement between Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited and UFO Moviez India Limited and their Respective Shareholders (the "Scheme") which *inter-alia* provides for (i) amalgamation of Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited with UFO Moviez India Limited.
2. Approval of the reduction of securities premium of UFO Moviez India Limited.

The Chairman invited the shareholders to express their views and make their observations on the Scheme and related matters. Clarifications were provided to the queries raised by the shareholders to their satisfaction.

Mr. Dharmesh Zaveri, Practicing Company Secretary was 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



Sameer Chavan
Company Secretary

UFO Moviez India Limited

Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Court Convened Meeting	16th January, 2017
Total Number of Shareholders on record date i.e. 9th January, 2017	25460
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	5
Public:	73
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution 1: Approval of the Scheme of Arrangement between Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited and UFO Moviez India Limited and their Respective Shareholders (the "Scheme") which inter-alia provides for (i) amalgamation of Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited with UFO Moviez India Limited

Resolution required: Ordinary/Special			Special						
Category	Mode of Voting	No. of shares held (1)	Whether promoter/promoter group are interested in the agenda/resolution?						
			No	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			79,65,620	99.9987	79,65,620	-	100.0000	-
	Poll/Postal-ballet	79,65,721		101	0.0013	101	-	100.0000	-
	Total		79,65,721	79,65,721	100.0000	79,65,721	-	100.0000	-
Public – Institutional holders	E-Voting			1,21,71,030	95.8918	1,21,71,030	-	100.0000	-
	Poll/Postal-ballet	1,26,92,465		-	-	-	-	-	-
	Total		1,21,71,030	95.8918	1,21,71,030	-	100.0000	-	
Public-Non Institutional	E-Voting			4,89,886	7.0562	4,89,530	356	99.9273	0.0727
	Poll/Postal-ballet	69,42,615		2,57,067	3.7027	2,57,067	-	100.0000	-
	Total		7,46,953	10.7590	7,46,597	356	99.9523	0.0477	
Total	Total	2,76,00,801		2,08,83,704	75.6634	2,08,83,348	356	99.9983	0.0017

Resolution 2: Approval of the reduction of securities premium of UFO Moviez India Limited

Resolution required:Ordinary/Special			Special						
Category	Mode of Voting	No. of shares held (1)	Whether promoter/promoter group are interested in the agenda/resolution?						
			No	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			79,65,620	99.9987	79,65,620	-	100.0000	-
	Poll/Postal-ballet	79,65,721		101	0.0013	101	-	100.0000	-
	Total			79,65,721	100.0000	79,65,721	-	100.0000	-
Public – Institutional holders	E-Voting			1,21,71,030	95.8918	1,21,71,030	-	100.0000	-
	Poll/Postal-ballet	1,26,92,465		-	-	-	-	-	-
	Total			1,21,71,030	95.8918	1,21,71,030	-	100.0000	-
Public-Non Institutional	E-Voting			4,89,886	7.0562	4,89,530	356	99.9273	0.0727
	Poll/Postal-ballet	69,42,615		2,57,066	3.7027	2,57,066	-	100.0000	-
	Total			7,46,952	10.7589	7,46,596	356	99.9523	0.0477
Total	Total	2,76,00,801		2,08,83,703	75.6634	2,08,83,347	356	99.9983	0.0017



For UFO Moviez India Limited

S. S. Choudhary
Company Secretary

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 **Website:** www.dmzaveri.com

SCRUTINIZER'S REPORT

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the Court Convened Meeting of the Equity Shareholders of UFO Moviez India Limited held on 16th January, 2017, at Emerald Hall, Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri-East, Mumbai-400059, Maharashtra.

To,
Mr. Sanjay Gaikwad,
Chairman of the
Court Convened Meeting of Equity Shareholders of
UFO Moviez India Limited
Regd. Office: Valuable Techno Park, Plot # 53/1, Road # 7 MIDC, Marol, Andheri (East), Mumbai-400093.

Dear Sir,

1. Mr. Dharmesh Zaveri of D M Zaveri & Co., a Practicing Company Secretary in practice, as the Scrutinizers for the process of remote e-voting and physical voting through ballots under section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions seeking shareholder's approval to the Scheme of Arrangement between Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited and UFO Moviez India Limited, (the Applicant Company) and their Respective Shareholders (the "Scheme") which inter-alia provides for (i) amalgamation of Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited with the Company; and (ii) the reduction of securities premium of the Company as contained in the notice dated 9th December 2016, placed for approval of the equity shareholders of the Company at the court convened meeting of the equity shareholders of the Company held at Emerald Hall, Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri (East), Mumbai-400059 on 16th January 2017 at 11.00 am pursuant to the order dated December 9, 2016 ('Order') passed by the Hon'ble Bombay High Court ('Court Convened Meeting').
2. The management of the Company is responsible to ensure compliance with the applicable law, relating to remote e-voting and physical ballots at the Court Convened Meeting on the resolutions contained in the aforesaid Notice. Our responsibility as scrutinizers for the voting process through electronic means and physical ballots at the Court Convened Meeting is to ensure that the voting is done in a fair and transparent manner and restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution, based on the records received and reports generated from the remote e-voting system of Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide remote e-voting facility and the records maintained by the Company and the authorizations / proxies lodged with the Company.



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3. The Company has appointed Karvy Computershare Private Limited (Karvy) the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on Friday, 13th January 2017 to 5:00 P.M. on Sunday, 15th January 2017.
4. As required under section 391 of the Companies Act, 1956 read with Section 101 of the Companies Act, 2013 and other applicable provisions under Companies Act 1956/2013, a notice along with explanatory statement under section 393 of the Companies Act, 1956 and section 102 under Companies Act, 2013 for the Court Convened Meeting was sent to equity shareholders by permitted means, for seeking approval of equity shareholders on following resolutions:

"RESOLVED THAT pursuant to the provisions of sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 read with Notified Section 52 of Companies Act, 2013 and other applicable provisions of the Companies Act, 1956/2013, and enabling provisions in the memorandum and articles of association of the Applicant Company, and subject to the requisite approvals and sanction of the Hon'ble High Court of Judicature at Bombay or such other competent authority as may be applicable ("High Court"), the Scheme of Arrangement between Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited and the Applicant Company and their Respective Shareholders placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the board of directors of the Applicant Company, which includes any committee thereof and/ or any individual(s) authorized by the Board, be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions if any, (including withdrawal of the Scheme), which may be required or imposed by the High Court while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the board of directors may deem fit and proper."

The following resolutions are proposed to be passed as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 52 of Companies Act, 2013 and sections 100 to 103 of the Companies Act, 1956 and other applicable provisions, if any, of Companies Act 1956/2013 and subject to the sanction of the Scheme of Arrangement between Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited and the Applicant Company and their Respective Shareholders by the High Court, the consent of the shareholders of the Applicant Company be and is hereby accorded for reduction of the securities premium account of the Applicant Company including the securities premium recorded in the Applicant Company pursuant to the Scheme.

RESOLVED FURTHER THAT the board of directors of the Applicant Company, which includes any committee thereof and/or any individual(s) authorized by the Board, be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
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necessary to give effect to this resolution or to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or imposed by the High Court while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the resolution, as the board of directors may deem fit and proper."

5. The Company has also distributed physical ballots to the members present at the Court Convened Meeting to enable them to cast their votes on aforementioned resolutions.
6. The ballots were scrutinized for the purpose of eliminating duplicate voting i.e. on electronic voting as well as use of ballot.
7. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the Meeting as under:-

A. Resolution for approval of the Scheme

Resolution passed with requisite majority of the Shareholders:

To consider and, if thought fit, approve with or without modification(s), the proposed Scheme of Arrangement between Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited and the Applicant Company and their respective shareholders (the "Scheme") which *inter-alia* provides for (i) amalgamation of Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited with the Applicant Company;

I. Physical Ballots voting result

Total number of equity shareholders who were present in person or by proxy or by authorized representative who cast their votes by ballot paper	56
Total number of shares held	2,57,239
Total number of votes cast	2,57,168
Total number of shares in respect of which votes not cast/ less voted	71

a) Voted in favour of the resolution

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by the members	% of total number of votes (in terms of number of shares held) cast by the members
56	100	2,57,168	100



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b) Voted against the resolution

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by the members	% of total number of votes (in terms of number of shares held) cast by the members
NIL	NIL	NIL	NIL

c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by the members
NIL	NIL

II. Remote e-voting result

Total number of equity shareholders who cast their votes by Remote e-voting	65
Total number of shares held	2,06,26,536
Total number of votes cast	2,06,26,536

a) Voted in favour of the resolution

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast by the members	% of total number of votes (in terms of number of shares held) cast by the members
63	96.9231	2,06,26,180	99.9983

b) Voted against the resolution

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast by the members	% of total number of votes (in terms of number of shares held) cast by the members
2	3.0769	356	0.0017

c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by the members
NIL	NIL



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III. Consolidated voting result

Total number of equity shareholders who cast their votes by Remote e-voting and physical ballots	121
Total number of shares held	2,08,83,775
Total number of votes cast	2,08,83,704
Total number of shares in respect of which votes not cast/ less voted	71

a) Voted in favour of the resolution

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast by the members (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast by the members (including votes cast electronically)
119	98.3471	2,08,83,348	99.9983

b) Voted against the resolution

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast by the members (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast by the members (including votes cast electronically)
2	1.6529	356	0.0017

c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid (including votes cast electronically)	Total number of votes cast by the members (including votes cast electronically)
NIL	NIL



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B. Resolution for reduction of Securities Premium

Resolution passed as special resolution:

To consider and, if thought fit, approve with or without modification(s), the reduction of securities premium of the Applicant Company.

I. Physical Ballots voting result

Total number of equity shareholders who were present in person or by proxy or by authorized representative who cast their votes by ballot paper	55
Total number of shares held	2,57,239
Total number of votes cast	2,57,167
Total number of shares in respect of which votes not cast/ less voted	72

a) Voted in favour of the resolution

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by the members	% of total number of votes (in terms of number of shares held) cast by the members
55	100	2,57,167	100

b) Voted against the resolution

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by the members	% of total number of votes (in terms of number of shares held) cast by the members
NIL	NIL	NIL	NIL

c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by the members
NIL	NIL



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II. Remote e-voting result

Total number of equity shareholders who cast their votes by Remote e-voting	65
Total number of shares held	2,06,26,536
Total number of votes cast	2,06,26,536

a) Voted in favour of the resolution

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast by the members	% of total number of votes (in terms of number of shares held) cast by the members
63	96.9231	2,06,26,180	99.9983

b) Voted against the resolution

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast by the members	% of total number of votes (in terms of number of shares held) cast by the members
2	3.0769	356	0.0017

c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by the members
NIL	NIL



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III. Consolidated voting result

Total number of equity shareholders who cast their votes by Remote e-voting and physical ballots	120
Total number of shares held	2,08,83,775
Total number of votes cast	2,08,83,703
Total number of shares in respect of which votes not cast/ less voted	72

a) Voted in favour of the resolution

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast by the members (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast by the members (including votes cast electronically)
118	98.3333	2,08,83,347	99.9983

b) Voted against the resolution

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast by the members (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast by the members (including votes cast electronically)
2	1.6667	356	0.0017

c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid (including votes cast electronically)	Total number of votes cast by the members (including votes cast electronically)
NIL	NIL



D. M. ZAVERI & Co.

Company Secretaries

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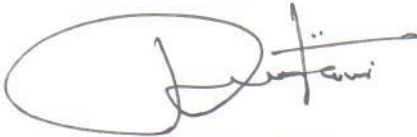
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8. Based on the aforesaid results, Resolutions of the Notice dated 9th December, 2016 has been passed by the Equity Shareholders through poll at the meeting, and remote e-Voting with requisite majority.
9. In terms of the Notice for Court Convened Meeting dated 9th December, 2016 the shareholders who have already voted through remote E-voting were not entitled to vote at the Court Convened Meeting. All the relevant records were copied onto a disc and sealed and handed over to the Company Secretary of the Applicant Company for safe keeping.

Thanking You,

Yours faithfully,
For, D M Zaveri & Co
Company Secretaries



Dharmesh Zaveri
(Proprietor)



Counter signed by **Mr. Sanjay Gaikwad**
Chairman of the court convened meeting

Membership No.: 5418
CP No.: 4363

Place: Mumbai
Date: 16th January, 2017