

Date: October 8, 2015

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Phones : 91-22-22721233/4
Fax: 022 – 2272 3121
Email: corp.relations@bseindia.com

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
Email: cmlist@nse.co.in

BSE Scrip Code: 539141

NSE Scrip Code: UFO

Ref: UFO Moviez India Limited

Dear Sir,

Sub: Minutes of Annual General Meeting held on Tuesday, September 15, 2015.

Pursuant to clause 31 (d) of the Listing Agreement entered into with the stock exchanges, we enclosed herewith minutes of Annual General Meeting of the Company held on Tuesday, September 15, 2015.

Kindly take the same on your record.

Thanking you.

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

S. S. Chavan

Sameer Chavan
Company Secretary
M. No. F7211

Encl: a/a

UFO MOVIEZ INDIA LIMITED

HELD AT _____ ON _____ TIME _____

UFO MOVIEZ INDIA LIMITED

MINUTES OF THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UFO MOVIEZ INDIA LIMITED HELD ON TUESDAY, 15TH DAY OF SEPTEMBER, 2015 AT 12.00 NOON AT FICCI, K. K. BIRLA AUDITORIUM, TANSEN MARG, NEAR MANDI HOUSE, NEW DELHI - 110001 AND CONCLUDED AT 12.45 P.M.

Directors Present:

Mr. Sanjeev Aga	Chairman & Independent Director
Mr. Kapil Agarwal	Joint Managing Director
Mr. S. Madhavan	Independent Director
Mr. Sanjay Gaikwad	Managing Director
Mr. Varun Laul	Director

Members Present:

In person including present through corporate 128
representation

In proxy 1 representing 89,700 shares

In Attendance:

Mr. Ashish Malushte	Chief Financial Officer
Mr. Sameer Chavan	Company Secretary & Compliance Officer
Mr. Govind Ahuja	Partner, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors of the Company
Mr. Chetan Joshi	Practicing Company Secretary, Scrutinizer for e-voting and poll , Secretarial Auditor

1. Chairman of the Meeting

Mr. Sanjeev Aga, Chairman of the Board of Directors of the Company, took the chair and welcomed all the members to the 11th Annual General Meeting of the Company (AGM).

He then introduced the Directors, Chief Financial Officer and Company Secretary sitting on dais to the members.

After noting that the required quorum was present, the Chairman called the meeting to order.

He then said that the register of proxies and all other statutory registers and documents referred to in the notice of AGM are available for inspection during the AGM.

2. Presence of Chairman of Audit and Risk Management Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee

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present in the AGM.

3. Notice convening the Annual General Meeting

The Chairman informed the members that the notice dated July 23, 2015 convening the AGM alongwith the Annual Report for the financial year 2014-15 had been circulated to all the shareholders and with the permission of the members present, the notice of the AGM was taken as read.

4. Brief statement on voting process

The Chairman said that as required under Section 108 of the Companies Act 2013 read with Rule 20 of the Companies Management and Administration Rules, the Company had provided the facility to the Members to cast their votes electronically. He then said that on all resolutions set forth in the Notice, members who have not casted their votes electronically and who are present in this AGM will have an opportunity to cast their votes at the end of this AGM.

He also requested the members to note that there will be no voting by show of hands.

5. Auditors Report

The Chairman said that the Auditors Report on financial statements for the FY 2014-2015 is unqualified and is open to inspection. With the permission of the members present, the Auditors Report on financial statements was taken as read.

6. Ordinary Business

The Chairman then with the permission of members took up the following ordinary business items proposed and seconded by the members, and said that the same will be considered as passed only after the Scrutinizer completes the e-voting and poll process and submits his report.

a) Adoption of the audited financial statements for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors thereon.

The item for adoption of the audited financial statements for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors thereon was proposed by Mr. Gagan Kumar and seconded by Mr. Krishna Wadhwa.

b) Adoption of the audited consolidated financial statements for the financial year ended March 31, 2015 together with the report of the Auditors thereon.

The item for adoption of the audited consolidated financial statements for the financial year ended March 31, 2015 together with the report of the Auditors thereon was proposed by Mr. Sahil Bhatia and seconded by Mr. Daljit Singh.

c) Appointment of Mr. Raaja Kanwar (DIN No. 00024402) as a Director liable to retire by rotation.

The item for appointment of Mr. Raaja Kanwar (DIN No. 00024402) as a Director liable to retire by rotation was proposed by Mr. Pradeep Sood and

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seconded by Mr. Gagan Kumar.

d) Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for the financial year ending March 31, 2016.

The item for ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for the financial year ending March 31, 2016 was proposed by Mr. Krishna Wadhwa and seconded by Ms. Neelam Sharma.

7. Question and Answers Session

The Chairman invited the members to speak or ask questions pertaining to the performance of the Company. In response to the Chairman's invitation, the following members spoke:

Mr. Sahil Bhatia
Mr. Jai Parkash Gupta
Mr. Ravi Kumar Naredi
Mr. Krishna Wadhawa

The above members gave their observations / sought clarifications on certain matters reported in the annual report and general performance of the Company and its subsidiaries. Some of the observations / clarifications sought are as under:

- Congratulated the Company, its employees and management for company's performance.
- Who are the competitors of the Company?
- Why the share price of the Company has fallen after its IPO?
- Any specific plans of the Company to repay its debt?
- To whom the security deposit has been given and the purpose of the same?
- Future prospects of the Caravan and Club Cinema businesses?
- Nature of performance guarantees given by the Company.
- Any plan to write-off the goodwill outstanding in the books?
- Why no dividend has been declared?

The Chairman, Mr. Kapil Agarwal, Joint Managing Director and Mr. Ashish Malushte, Chief Financial Officer of the Company replied to the queries raised / information sought and the members were satisfied with the response.

8. Poll process

The Chairman said that the Board of Directors had appointed Mr. Chetan Joshi, Practicing Company Secretary, as the Scrutinizer for carrying out the E-voting including voting through Poll by Ballot process for the ordinary business items as mentioned in the notice of the AGM in a fair and transparent manner. He then said that on receipt of the Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared on or before September 17, 2015.

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Mr. Chetan Joshi shown the empty ballot box to the members and locked the same in front of members. After the ballot box was locked, the Chairman requested the members to sign and drop the Poll Paper in the ballot box. The members casted their vote by way of poll.

The Chairman then thanked all the members for their support and declared the 11th AGM as concluded.

9. Result of E-voting and Poll

The locked ballot box was subsequently opened by Mr. Chetan Joshi, Scrutinizer and poll papers were diligently scrutinized. The Scrutinizer then reconciled the poll papers with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations/proxy lodged with the Company. He also scrutinized the votes casted by the members through remote e-voting and submitted his consolidated report on remote e-voting and poll to the Chairman of the meeting.

The results of remote e-voting (conducted from September 12, 2015 to September 14, 2015) and poll at the AGM was announced on September 16, 2015. The same was intimated to the stock exchanges and uploaded on the website of the Company, and are annexed herewith as "Annexure-I".

Accordingly, the following ordinary resolutions for businesses as per the notice of AGM were passed with requisite majority.

Item No. 1:

Adoption of the audited financial statements for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the standalone financial statements comprising Balance Sheet as at March 31, 2015, Statement of Profit & Loss for the year ended March 31, 2015, together with Notes forming part thereof, the Cash Flow Statement for the year ended March 31, 2015, Report of Board of Directors and Auditors as laid before the meeting be received, considered and adopted.

Item No. 2:

Adoption of the audited consolidated financial statements for the financial year ended March 31, 2015 together with the report of the Auditors thereon.

"RESOLVED THAT the consolidated financial statements comprising Balance Sheet as at March 31, 2015, Statement of Profit & Loss for the year ended March 31, 2015, together with Notes forming part thereof, the Cash Flow Statement for the year ended March 31, 2015, report of the Auditors as laid before the meeting be received, considered and adopted."

Item No. 3:

Appointment of Mr. Raaja Kanwar (DIN No. 00024402) as a Director liable to retire by rotation.

"RESOLVED THAT Mr. Raaja Kanwar (DIN 00024402) liable to retire by rotation, be re-appointed as Director of the Company.

HELD AT _____ ON _____ TIME _____

Item No. 4:

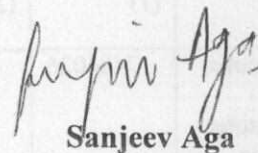
Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for the financial year ending March 31, 2016.

"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. S. R. Batliboi & Associates LLP, Chartered Accountants, having ICAI Firm Registration No.101049W, who have offered themselves for re-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 re-appointed as Statutory Auditors of the Company for the financial year ending March 31, 2016, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax 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."

Encl: Annexure - I

Date: 07/10/2015



Sanjeev Aga
Chairman
DIN: 00022065

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Annexure – I

**VOTING RESULTS FOR THE 11TH ANNUAL GENERAL MEETING OF
THE COMPANY HELD ON SEPTEMBER 15, 2015**

Date of Annual General Meeting	September 15, 2015
Total number of shareholders on record date	28,114
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	4
Public	125
No. of shareholders attended the meeting through video conferencing:	
Promoter and Promoter Group	NOT ARRANGED
Public	

RESOLUTION NO.: 1: ORDINARY RESOLUTION**Mode of Voting: Remote E-Voting and Poll conducted at the Annual General Meeting**

Adoption of the audited financial statements for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors thereon.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(5)} \times 100$	(7) = $\frac{(5)}{(1)} \times 100$
Promoter and Promoter Group	7484026	7484026	100	7484026	Nil	100	N.A.
Public – Institutional holders	11215739	10328912	92.093	10328912	Nil	100	N.A.
Public – Others	7197904	261537	3.634	261537	Nil	100	N.A.
Total	25897669	18074475	69.792	18074475	Nil	100	N.A.

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RESOLUTIN NO.: 2: ORDINARY RESOLUTION**Mode of Voting: E-Voting and Poll conducted at the Annual General Meeting**

Adoption of the audited consolidated financial statements for the financial year ended March 31, 2015 together with the report of the Auditors thereon.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(1)]*100
Promoter and Promoter Group	7484026	7484026	100	7484026	Nil	100	N.A.
Public – Institutional holders	11215739	10328912	92.093	5077304	Nil	100	N.A.
Public – Others	7197904	261537	3.634	5513145	Nil	100	N.A.
Total	25897669	18074475	69.792	18074475	Nil	100	N.A.

RESOLUTION NO.: 3: ORDINARY RESOLUTION**Mode of Voting: E-Voting and Poll conducted at the Annual General Meeting**

Appointment of Mr. Raaja Kanwar (DIN No. 00024402) as a Director liable to retire by rotation.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(1)]*100
Promoter and Promoter Group	7484026	7484026	100	7484026	Nil	100	N.A.
Public – Institutional holders	11215739	10328912	92.093	4074981	1002323	80.259	19.741
Public – Others	7197904	261513	3.633	5512809	312	99.994	0.006
Total	25897669	18074451	69.792	17071816	1002635	94.453	5.547

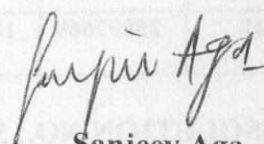
HELD AT _____ ON _____ TIME _____

RESOLUTION NO.: 4: ORDINARY RESOLUTION**Mode of Voting: E-Voting and Poll conducted at the Annual General Meeting**

Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, having ICAI Firm Registration No.101049W, as Statutory Auditors of the Company for the financial year ending March 31, 2016.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(1)]*100
Promoter and Promoter Group	7484026	7484026	100	7484026	Nil	100	N.A.
Public – Institutional holders	11215739	10328912	92.093	5077304	Nil	100	N.A.
Public – Others	7197904	261537	3.634	5512833	312	99.998	0.006
Total	25897669	18074475	69.792	18074163	312	99.998	0.002

Date: 07/10/2015



Sanjeev Aga
Chairman
DIN: 00022065
