

Date: January 30, 2017

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 Scrip Code: UFO

Ref.: UFO Moviez India Limited

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

Dear Sir / Ma'am,

This is further to our letter dated 23rd December, 2016 with respect to Postal Ballot / E-voting Notice dated November 8, 2016 sent to shareholders of the Company, seeking their approval on the following matters:

1. Special Resolution - Revision in the remuneration of Mr. Sanjay Gaikwad, Managing Director of the Company.
2. Special Resolution - Revision in the remuneration of Mr. Kapil Agarwal, Joint Managing Director of the Company.

Based on report submitted by the Scrutinizer Mr. Dharmesh Zaveri, proprietor of 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 – I**”.

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

Kindly take the same on your records.

Thanking you.

Yours truly,

For **UFO Moviez India Limited**



Sameer Chavan
Company Secretary

Encl: a/a

Date of the AGME/GM / Declaration of Results	30th January, 2017
Total Number of Shareholders on record date i.e. December 9, 2016	25,249
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: Revision in the remuneration of Mr. Sanjay Gaikwad, Managing Director of the Company.

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

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		79,65,620	99.9987	79,65,620	-	100.0000	-
	Poll/Postal ballot		101	0.0013	101	-	100.0000	-
	Total		79,65,721	100.0000	79,65,721	-	100.0000	-
Public – Institutional holders	E-Voting		1,21,58,627	95.9502	1,11,32,735	10,25,892	91.5624	8.4376
	Poll/Postal ballot		-	-	-	-	-	-
	Total	1,26,71,815	1,21,58,627	95.9502	1,11,32,735	10,25,892	91.5624	8.4376
Public-Non Institutional	E-Voting		6,64,711	9.5460	6,63,661	1,050	99.8420	0.1580
	Poll/Postal ballot		2,056	0.0295	1,580	476	76.8482	23.1518
	Total	69,63,265	6,66,767	9.5755	6,65,241	1,526	99.7711	0.2289
Total	E-voting		2,07,88,958	75.3201	1,97,62,016	10,26,942	95.0602	4.9398
	Poll/Postal ballot		2,157	0.0078	1,681	476	77.9323	22.068
	Total	2,76,00,801	2,07,91,115	75.3279	1,97,63,697	10,27,418	95.0584	4.9416

Resolution 2: Revision in the remuneration of Mr. Kapil Agarwal, Joint Managing Director of the Company.

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

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		79,65,620	99.9987	79,65,620	-	100.0000	-
	Poll/Postal ballot		101	0.0013	101	-	100.0000	-
	Total		79,65,721	100.0000	79,65,721	-	100.0000	-
Public – Institutional holders	E-Voting		1,21,58,627	95.9502	1,11,32,735	10,25,892	91.5624	8.4376
	Poll/Postal ballot		-	-	-	-	-	-
	Total	1,26,71,815	1,21,58,627	95.9502	1,11,32,735	10,25,892	91.5624	8.4376
Public-Non Institutional	E-Voting		6,64,691	9.5457	6,63,641	1,050	99.8420	0.1580
	Poll/Postal ballot		2,056	0.0295	1,569	487	76.3132	23.6868
	Total	69,63,265	6,66,747	9.5752	6,65,210	1,537	99.7695	0.2305
Total	E-voting		2,07,88,938	75.3201	1,97,61,996	10,26,942	95.0602	4.9398
	Poll/Postal ballot		2,157	0.0078	1,670	487	77.4223	22.5777
	Total	2,76,00,801	2,07,91,095	75.3279	1,97,63,666	10,27,429	95.0583	4.9417



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 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, 8th November, 2016 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 8th November, 2016 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 8th November, 2016 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.



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

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 24th December, 2016 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 9th December, 2016.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on 26th December, 2016 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 the closure of working hours i.e. 5.00 p.m. on Wednesday, 25th January, 2017 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 close of working hours i.e. 5.00 P.M. on 25th January, 2017 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 found 6 ballot forms which were considered invalid due to either signature mismatch or no signature.



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 Website: www.dmzaveri.com

- 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 on Wednesday, 25th January, 2017 at 6.30 pm and which was closed by KARVY on Wednesday, 25th January, 2017 at 5.00 p.m.
- 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 : Revision in the remuneration of Mr. Sanjay Gaikwad, Managing Director of the Company (Special Resolution)									
E-voting	20788958	68	19762016	95.06016	20	1026942	4.9398	Nil	Nil
Postal Ballot	2157	24	1681	77.9323	10	476	22.0677	6	168
Total	20791115	92	19763697	95.0584	30	1027418	4.9416	6	168
Item No 2: Revision in the remuneration of Mr. Kapil Agarwal, Joint Managing Director of the Company (Special Resolution)									
E-voting	20788938	68	19761996	95.0602	20	1026942	4.9398	Nil	Nil
Postal Ballot	2157	23	1670	77.4223	11	487	22.5777	6	168
Total	20791095	91	19763666	95.0583	31	1027429	4.9417	6	168



D. M. ZAVERI & Co.

Company Secretaries

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

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The special resolutions passed by requisite majority are as under;

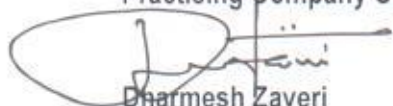
Reference to provisions of Companies Act, 2013	Type and description of ordinary/ special resolutions
Special Resolution pursuant to Section 197 and other applicable provisions of Companies Act, 2013.	Revision in the remuneration of Mr. Sanjay Gaikwad, Managing Director of the Company
Special Resolution pursuant to Section 197 and other applicable provisions of Companies Act, 2013.	Revision in the remuneration of Mr. Kapil Agarwal, Joint Managing Director of the Company

1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson 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. 25th January 2017.

1.12. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Practising Company Secretary



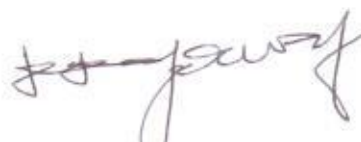
Dharmesh Zaveri
(Proprietor)

Membership No.: 5418

C.P. No.: 4363

Place: Mumbai

Date: 28th January, 2017



Accepted by Chairman/ Director of
UFO Moviez India Limited