

January 13, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
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
NSE Symbol: **UFO**

Dear Sir / Ma'am,

Sub: Proceedings / Outcome of the meeting of the Equity Shareholders of UFO Moviez India Limited held on January 13, 2025 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench

In continuation to our letter dated December 10, 2024 and pursuant to the Order dated December 04, 2024 (“**Order**”) passed by the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Hon’ble Tribunal**” or “**NCLT**”) and in compliance with applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), each as amended from time to time, we would like to inform that the Meeting of the Equity Shareholders of the Company (“**Meeting**”) was held on Monday, January 13, 2025 at 3:00 P.M. (IST) through video conferencing (“**VC**”)/ other audio visual means (“**OAVM**”) to transact the business contained in the Notice dated December 09, 2024 (“**Notice**”), for approval to the Scheme of Arrangement amongst Scrabble Digital Limited (“**Transferor Company 1**” or “**SDL**”) and UFO Software Technologies Private Limited (“**Transferor Company 2**” or “**USTPL**”) and UFO Moviez India Limited (“**Transferee Company**” or “**UFO**”) and their respective shareholders under Sections 230 to 232 read with Section 66 and Section 52 and other applicable provisions of the Companies Act, 2013. We would like to inform that the business contained in the Notice was transacted and passed by the Equity Shareholders with requisite majority.

In this regard, we are enclosing herewith the following:

1. Proceedings/outcome of the Meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations, marked as **Annexure A**.
2. Results of the remote e-voting (prior to the Meeting as well as during the Meeting), in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations, marked as **Annexure B**.
3. The Scrutinizer’s Report dated January 13, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, marked as **Annexure C**.

Request you to kindly take the same on your records.

Thanking you.
Yours faithfully,
For **UFO Moviez India Limited**

Kavita Thadeshwar
Company Secretary

Encl: a/a

Proceedings/outcome of the meeting of the Equity Shareholders of UFO Moviez India Limited held on January 13, 2025 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench

A. Date, time and venue of the Meeting

The Meeting of the Equity Shareholders of the Company convened pursuant to the Order of NCLT was held on Monday, January 13, 2025 at 3:00 P.M. IST through Video Conference / Other Audio Visual Means.

B. Proceedings in brief

Mr. Mukesh Mittal was appointed as the Chairman ('**Chairman**') pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench ('**NCLT**') dated December 04, 2024, for the purpose of considering the Scheme of Arrangement amongst Scrabble Digital Limited ("Transferor Company 1") and UFO Software Technologies Private Limited ("Transferor Company 2") and UFO Moviez India Limited ("Transferee Company") and their respective shareholders.

The Chairman introduced himself and the other Directors who attended the meeting viz. Mr. Kanwar Bir Singh Anand, Independent Director, Mr. Sanjay Gaikwad, Managing Director, Mr. Rajesh Mishra, Executive Director and Group CEO, Mr. Rajiv Batra, Independent Director, Ms. Swati Mohan, Independent Director, Mr. Ameya Hete, Non-Executive Director, Mr. Raaja Kanwar, Non-Executive Director, Mr. Gautam Trivedi, Non-Executive Director and Mr. Anand Trivedi. Mr. Ashish Malushte, Chief Financial Officer and Ms. Kavita Thadeshwar, Company Secretary of the Company also attended the Meeting.

Total 80 members were present for this Meeting. The requisite quorum of members being present, the meeting was called to order.

The Chairman informed that the representatives of M/s. BSR & Co. LLP, Statutory Auditors, MMJB & Associates LLP, Secretarial Auditors and Mr. Mitesh Shah, Scrutinizer for e-voting process were also present at the meeting.

The Chairman then addressed the Members with his speech.

The Company Secretary informed regarding the Scheme of Amalgamation and its rationale.

Mr. Mitesh Shah, Practicing Company Secretary was appointed as the Scrutinizer for scrutinizing the remote e-voting and e-voting at the Meeting.

With the consent of the Members, the Notice of the Meeting was taken as read.

The Chairman placed the following items of business, as per the notice of the Meeting dated December 9, 2024, for the approval of the members:

Sr. no.	Resolution	Type of Resolution
Special Business		
1.	Approval to the Scheme of Arrangement amongst Scrabble Digital Limited (' Transferor Company 1 ' or ' SDL ') and UFO Software Technologies Private Limited (' Transferor Company 2 ' or ' USTPL ') and UFO Moviez India Limited (' Transferee Company ' or ' UFO ' or ' the Company ') and their respective shareholders under Sections 230 to 232 read with Section 66 and Section 52 and other applicable provisions of the Companies Act, 2013	Special Resolution

The Chairman thereafter instructed to commence the Question-and-Answer Session.

The Question-and-Answer Session was initiated, whereby the registered speaker shareholders expressed their views and sought clarification relating to the agenda item of this Meeting.

Mr. Rajesh Mishra and Mr. Ashish Malushte responded to the queries of the Members.

The Chairman, thereafter, thanked all the Members, Directors and Officers for their participation at the Meeting. He informed the members that the e-voting process will continue for the next 15 minutes and will be disabled automatically thereafter.

C. Voting by Equity Shareholders

The Company had provided the members, facility to cast their vote electronically, on the resolution set forth in the notice. The members who were present at the Meeting and had not casted their votes electronically were provided an opportunity to cast their votes at the end of the meeting through e-voting facility available on the CDSL platform.

The Company will intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 to the Stock Exchanges within two working days of the conclusion of the Meeting.

The Meeting concluded at 3:48 p.m. IST upon completion of the e-Voting process.

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Voting results	
Record date	06-01-2025
Total number of shareholders on record date	50680
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	75
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the Scheme of Arrangement amongst Scrabble Digital Limited ("Transferor Company 1" or "SDL") and UFO Software Technologies Private Limited ("Transferor Company 2" or "USTPL") and UFO Movies India Limited ("Transferee Company" or "UEO") and				
Category	Mode of voting	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)/(2)]*100
Promoter and Promoter Group	E-Voting	8668540	8668047	99.9943	8668047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8668540	8668047	99.9943	8668047	0	100.0000
Public-Institutions	E-Voting	9683134	9399933	97.0753	9399933	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9683134	9399933	97.0753	9399933	0	100.0000
Public- Non Institutions	E-Voting	20389583	2284638	11.2049	2284604	34	99.9985	0.0015
	Poll		43700	0.2143	43699	1	99.9977	0.0023
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		20389583	2328338	11.4193	2328303	35	99.9985
Total		38741257	20396318	52.6475	20396283	35	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Note : The Resolution has been passed by the Members by requisite majority, pursuant to Section 230(6) of the Companies Act, 2013, and as required under Part-I(A)(10)(b) of the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, through remote e-voting and e-voting at the Meeting.



Form MGT-13

SCRUTINIZER'S COMBINED REPORT ON REMOTE E-VOTING & E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

Mr. Mukesh Mittal (Retd. IRS)

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the Meeting of equity shareholders of UFO Moviez India Limited (Transferee Company) pursuant to order dated December 04, 2024 passed in Company Application No. CA (CAA) 216/MB-I/2024.

(CIN: L22120MH2004PLC285453)

Regd. Office: Valuable Techno Park, Plot #53/1, Road #7 MIDC,
Marol, Andheri (E), Mumbai City 400093.

Sub: Report of the Scrutinizer on the results of voting conducted at the meeting of Equity Shareholders of UFO Moviez India Limited ("Transferee Company"), convened pursuant to order dated December 04, 2024 of the National Company Law Tribunal, Mumbai bench ("NCLT") on Monday, January 13, 2025 at 3:00 p.m. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Mitesh J. Shah, Practising Company Secretary (FCS No. 10070 and CP No. 12891), have been appointed as the Scrutinizer by the Hon'ble NCLT vide its order dated December 04, 2024 passed in Company Application No. CA (CAA) 216/MB-I/2024 for the purpose of scrutinizing the electronic voting including remote electronic voting for the resolution contained in the notice dated December 09, 2024 at the NCLT Convened Meeting ("Meeting") of the Equity Shareholders of UFO Moviez India Limited (hereinafter referred to as "the Transferee Company") held on Monday, January 13, 2025 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with other applicable regulatory provisions.



1. The notice dated December 09, 2024 as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolution passed at the meeting of the Equity Shareholders of the Company through electronic mode to those Equity Shareholders whose e-mail IDs were registered/ available with the Company, in compliance with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as ("Relevant Circulars") and Secretarial Standard -2 on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as may be amended from time to time.
2. The Company has also published notice of the Meeting of the Equity Shareholders of the Company in "Business Standard", English language, All India Edition and translation thereof in Marathi Language in "Navshakti", Mumbai Edition on December 11, 2024.
3. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Monday, January 06, 2025, were entitled to vote on the proposed resolution as set out in Notice of meeting of the Equity Shareholders of the Company.
4. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ('CDSL'). The voting period for remote e-voting commenced on Wednesday, January 08, 2025 from 9:00 a.m. (IST) and ended on Sunday, January 12, 2025 from 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

The Company also provided e-voting facility to the shareholders present at the meeting held through VC/OAVM. The votes casted through remote e-voting before the meeting and e-voting done at the time of the meeting were unblocked and calculated after the conclusion of the meeting.

5. Based on the data downloaded from the official website of CDSL for the remote e-voting and e-voting process, we have scrutinized and reviewed the remote e-voting and e-voting process and votes tendered therein.
6. The Meeting of the Equity Shareholders commenced at 3:00 P.M. IST with the requisite quorum prescribed under Section 103 of the Companies Act, 2013.

The Chairperson appointed by Hon'ble NCLT was responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to the meeting and e-voting during the meeting on the resolution contained in the notice of the meeting of the
Company.



My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour of or against the resolution.

I now submit my combined Report as under on the result of the remote e-voting and e-voting in respect of the resolution proposed in the Notice of the meeting:

Resolution:

To consider and approve the Scheme of Arrangement amongst Scrabble Digital Limited ("Transferor Company 1" or "SDL") and UFO Software Technologies Private Limited ("Transferor Company 2" or "USTPL") and UFO Moviez India Limited ("Transferee Company" or "UFO") and their respective shareholders under Sections 230 to 232 read with section 66 and Section 52 and other applicable provisions of the Companies Act, 2013

A. Votes cast by all equity shareholders (including Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company)

Particulars	Number of Shareholders	Number of votes cast by them	Percentage
Votes in favour of the Resolution	149	2,03,96,283	99.9998
Votes against the Resolution	10	35	0.0002
Invalid Votes	0	0	0

B. Votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company) as required under Part-I(A)(10)(b) of the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 (SEBI Scheme Circular):

(i) Voted in favour of the Resolution:

Mode of Voting	No. of public shareholders	No of votes cast by public shareholders	% of total no of valid vote cast
Remote E-Voting	134	1,16,84,537	99.6274



E-Voting at the meeting	5	43,699	0.3726
Total	139	1,17,28,236	100

(ii) Voted **against** the Resolution:

Mode of Voting	No. of public shareholders	No of votes cast by public shareholders	% of total no of valid vote cast
Remote E-Voting	9	34	97.1429
E-Voting at the meeting	1	1	2.8571
Total	10	35	100

(iii) Invalid Votes:

Mode of Voting	No. of public shareholders	No of votes cast by public shareholders	% of total no of valid vote cast
Remote E-Voting	0	0	0
E-Voting at the meeting	0	0	0
Total	0	0	0

Based on the aforesaid results, we report that the resolution as contained in the Notice of the-meeting has been passed with requisite majority. Further, pursuant to the SEBI Scheme Circular, the votes cast by the public equity shareholders in favour of the proposed resolution are more than the number of votes cast by the public equity shareholders against the proposed resolution, hence, the Scheme of Arrangement amongst Scrabble Digital Limited ("SDL" or "Transferor Company 1") and UFO Software Technologies Private Limited ("USTPL" or "Transferor Company 2") and UFO Moviez India Limited ("UFO" or "Transferee Company") and their respective shareholders is approved.





The relevant records relating to remote e-voting and e-voting are under our safe custody and will be handed over to the Chairperson of the meeting of the Equity Shareholders of the Company and subsequently will be handed over to the Company for records and safe keeping.

Thanking you,

Yours faithfully,

**For Mitesh J Shah & Associates
Practising Company Secretaries**

Mitesh J. Shah

Proprietor

FCS No.: 10070

CP No.: 12891

Peer Review Certificate No. 1730/2022

UDIN: F010070F003673125

Date: January 13, 2025

Place: Mumbai