

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of UFO Moviez India Limited ("the Company") will be held on Tuesday, the 15th day of September 2015 at 12:00 noon at FICCI K. K. Birla Auditorium, Tansen Marg, Near Mandi House, New Delhi - 110001 to transact the following business:

Ordinary Business

1. To consider and adopt the audited financial statements for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the audited consolidated financial statements for the financial year ended March 31, 2015 together with the report of the Auditors thereon.
3. To appoint a Director in place of Mr. Raaja Kanwar (DIN No. 00024402), who retires by rotation, and being eligible, offers himself for re-appointment.
4. Ratification of appointment of Statutory Auditors.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"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."

By order of the Board of Directors

Sameer Chavan
Company Secretary
M. No. F7211

Date: July 23, 2015
Place: Mumbai

Registered Office Address:

Office No.12, 3rd Floor, 312, Surya Kiran Building,
19, Kasturba Gandhi Marg, New Delhi 110001, India
E-mail:investors@ufomoviez.com
CIN: U22120DL2004PLC164728

Notes:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- B. A form of proxy is enclosed to this Notice. No instrument of proxy shall be valid unless:

- i) it is signed by the Member or by his/her attorney duly authorised in writing or, in the case of joint holders, it is signed by the Member first named in the Register of Members or his/her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any Member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank.
- ii) it is duly filled, stamped, signed and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent.

- C. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- D. The Company's Registrar and Share Transfer Agents for its Share Registry Work (Physical and Electronic)

are Karvy Computershare Private Limited having their office premises at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Andhra Pradesh, India.

- E. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 am to 12.00 noon except Saturday and Sunday, up to the date of the Annual General Meeting.
- F. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 9, 2015 to Tuesday, September 15, 2015 (both days inclusive).
- G. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules thereon. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to Karvy Computershare Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Karvy Computershare Private Limited / the Company immediately.
- H. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2014-15 are being sent by e-mail to those members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agents, M/s. Karvy Computershare Private Limited, as the case may be.
- I. Members are requested to: a) intimate to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited at the abovementioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form; b) intimate to the respective Depository Participants, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form; c) quote their folio numbers DP ID Client ID in all correspondence; d) consolidate their holdings into one folio in case they hold shares under multiple folios in the

identical order of names.

- J. Voting through electronic means in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility to its Members in respect of the businesses to be transacted at the 11th Annual General Meeting (AGM). The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide remote e-Voting facility. The procedure and instructions for remote e-voting are as under:

Open your web browser during the voting period and navigate to 'http://evoting.karvy.com'. Enter the login credentials (i.e., user-id & password) mentioned on the E-mail or in the Attendance Slip. Your Folio No./DP ID Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID. For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Electronic Voting Particulars / via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- i. Please contact toll free No. 1-800-34-54-001 for any further clarifications.
- ii. Members can cast their vote online from Saturday, September 12, 2015, 9.00 AM to Monday, September 14, 2015, 5.00 PM. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 8, 2015, may cast their vote electronically. Once the vote on resolution is cast by Member, the Member shall not be allowed to change it subsequently.
- iii. The voting rights of a Member shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, September 8, 2015.
- iv. After entering these details appropriately, click on "LOGIN".
- v. Members holding shares in Demat/ Physical form will now reach Password Change menu wherein they are required to mandatorily change their login

password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through Karvy Computershare Private Limited remote e-voting platform. System will prompt you to change your password and update any contact details like mobile, email ID etc. on 1st login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. You need to login again with the new credentials.
- vii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- viii. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- ix. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'
- x. After selecting the resolution if you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- xii. Corporate/Institutional Members (corporate /FIs/ FIIs/ FPIs /Trust/Mutual Funds/Banks/etc..) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to chetan.joshi181@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- K. The Company is also providing facility for voting through ballot or polling paper at the 11th Annual General Meeting

and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

- L. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- M. During the period when facility for remote e-voting is provided, the members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Tuesday, September 8, 2015, may opt for remote e-voting. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again. Provided further that a member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- N. After the end of the remote e-voting period i.e. Monday, September 14, 2015 at 5.00 PM, the facility shall forthwith be blocked.
- O. Mr. Chetan Anant Joshi, Practicing Company Secretary (ACS: 20829 CP: 7744), has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- P. The Scrutinizer after scrutinizing the votes cast at the Meeting through ballot or polling paper and through remote e-voting, shall within 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
- Q. The results declared alongwith the consolidated Scrutinizer's Report shall be hosted on the website of the Company (www.ufomoviez.com) and on the website of the Karvy (<https://evoting.karvy.com>). The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
- R. The resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 15, 2015 subject to receipt of the requisite number of votes in favour of the resolutions.

By order of the Board of Directors

Sameer Chavan

Company Secretary

M. No. F7211

Date: July 23, 2015

Place: Mumbai

Registered Office Address:

Office No.12, 3rd Floor, 312, Surya Kiran Building,
19, Kasturba Gandhi Marg, New Delhi 110001, India

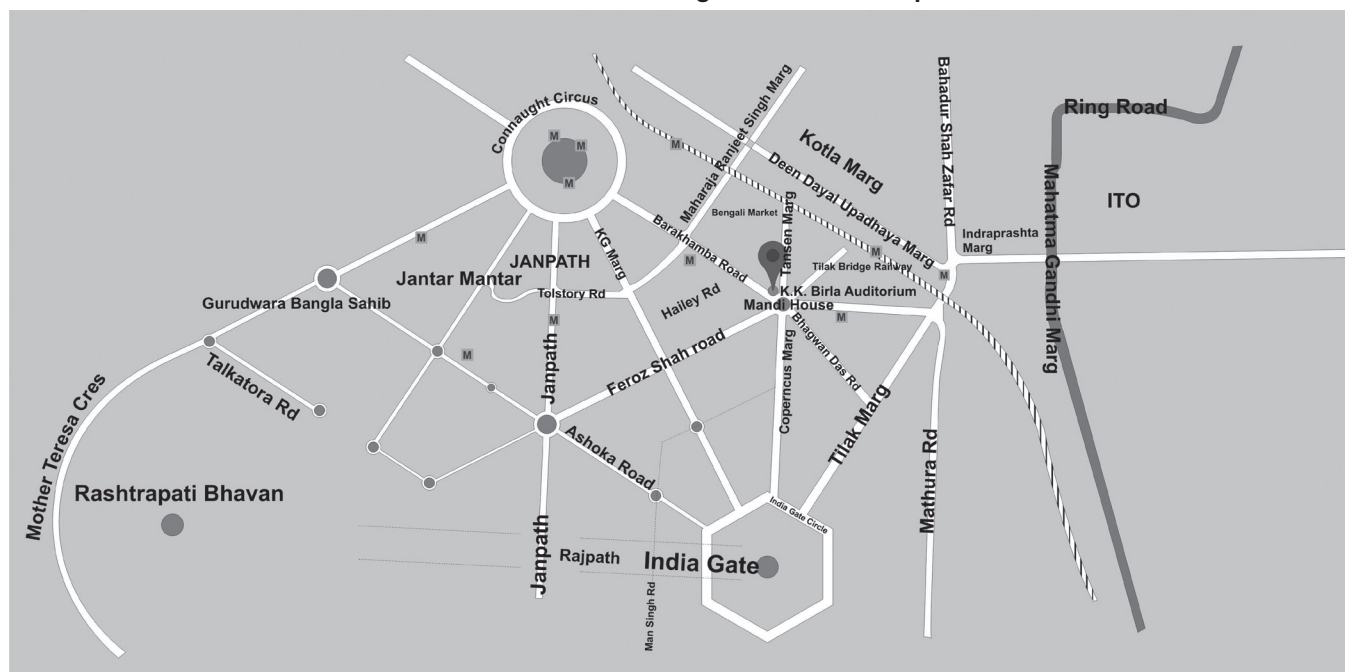
E-mail: investors@ufomoviez.com

CIN: U22120DL2004PLC164728

Details of the Director seeking Re-appointment in the forthcoming Annual General Meeting in pursuance of Clause 49 of the Listing Agreement.

Name of Director	Mr. Raaja Kanwar
Date of Birth:	February 4, 1970
Date of Initial Appointment:	May 13, 2005
Expertise in specific functional areas:	He is an Entrepreneur and has expertise in strategic guidance. He has total experience of 20 years. He has been associated with the Company since 2005 as a Director.
Qualifications:	Bachelor's degree in business administration from Drexel University, Pennsylvania, United States of America.
Other Companies in which Directorship is held as on March 31, 2015:	Indian Companies Apollo International Limited Apollo Logisolutions Limited AR SPA Enterprises Private Limited; and Kashipur Infrastructure and Freight Terminal Pvt Ltd Foreign Companies Edridge Limited Cloe Holdings Private. Limited; and UFO International Limited.
Chairman of Committees formed by Board of other Companies on which he is a Director as on March 31, 2015:	None
Member of Committees formed by Board of other Companies on which he is a Director as on March 31, 2015:	Audit Committee: Apollo International Limited
Shareholding in the Company as on March 31, 2015:	566,214
Other	Mr. Raaja Kanwar is not related to any of the Directors, Manager and Key Managerial Personnel of the Company.

Annual General Meeting Venue - Route Map





UFO MOVIEZ INDIA LIMITED

(CIN:U22120DL2004PLC164728)

Registered Office: Office No. 12, 3rd Floor, 312, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi – 110 001, India
Tel: +91 (11) 4370 4300 / 11 Fax: +91 (11) 4370 4322

Corporate Office: Valuable TechnoPark, Plot No. 53 / 1, Road No. 7, MIDC, Marol, Andheri (East), Mumbai – 400 093, India
Tel: +91 (22) 4030 5060 / 11 Fax: +91 (22) 4030 5110

Email: investors@ufomoviez.com Website: www.ufomoviez.com

ATTENDANCE SLIP

11TH ANNUAL GENERAL MEETING ON SEPTEMBER 15, 2015 AT 12.00 NOON

(To be signed and handed over at the entrance of the meeting venue)

Folio No. DP ID No. Client ID No.
Name of the Member:.....
Signature:.....
Name of the Proxyholder:.....
Signature:.....

I / We hereby record my / our presence at the 11th Annual General Meeting of the Company on Tuesday, September 15, 2015 at 12.00 noon at FICCI K.K. Birla Auditorium, Tansen Marg, Near Mandi House New Delhi 110 001, India.

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Venue. Attendance Slips shall also be issued at the Venue.
2. Electronic copy of the Annual Report for the year ended March 31, 2015 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the year ended March 31, 2015 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose e-mail Id is not registered.



digital cinema

UFO MOVIEZ INDIA LIMITED

(CIN:U22120DL2004PLC164728)

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Email: investors@ufomoviez.com Website: www.ufomoviez.com

PROXY FORM

[Pursuant to Section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No./ DP ID No.:

Client Id No.:

I / We, being the member(s) of Equity Shares of UFO Moviez India Limited, hereby appoint.

- (1) Name Address
Email Id: Signature or failing him/her;
- (2) Name Address
Email Id: Signature or failing him/her;
- (3) Name Address
Email Id: Signature or failing him/her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Tuesday, September 15, 2015 at 12.00 noon at FICCI K.K. Birla Auditorium, Tansen Marg, Near Mandi House New Delhi 110 001 and at any adjournment thereof, in re-spect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolutions (Ordinary Business)
1.	Adoption of the Audited Financial Statements for the FY ended March 31, 2015 together with the Directors Reports and Auditors Report.
2.	Adoption of the Audited Consolidated Financial Statements for the FY ended March 31, 2015 together with the Auditors Report.
3.	Appointment of a Director in place of Mr. Raaja Kanwar, who retires by rotation, and being eligible, offers himself for re-appointment.
4.	Ratification of appointment of Statutory Auditors and fixing their remuneration.

Signed this day of 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix
₹1/-
Revenue
stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.