MUKTA ARTS LIMITED
an entertainment company
Regd. Office : Mukta House, Behind Whistling Woods Institute, Filmcity Complex,
Goregaon (East), Mumbai 400 065. TEL.: 91-22-3364 9400

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400051.

17th October, 2015

Kind Attn: Corporate Relations Department

Dear Sirs,

SUB: Proceedings of Annual General Meeting of
Mukta Arts Limited held on 28th September, 2015

In pursuance to Clause 31 of the Listing Agreement, please find enclosed herewith Certified True Copy of the Proceedings of the Annual General Meeting of the Company held on 28th September, 2015.

We trust this meets with your requirements.

Thanking you,

Yours Faithfully,
For and on behalf of
Mukta Arts Limited

Parvez A. Farooqui
Executive Director

Encl: As above

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PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF MUKTA ARTS LIMITED HELD ON MONDAY, THE 28TH DAY OF SEPTEMBER, 2015 AT WHISTLING WOODS INSTITUTE'S AUDITORIUM, DADA SAHEB PHALKE CHITRA NAGARI, GOREGAON (EAST), MUMBAI- 400 065 AT 4.00 P.M.

The 33rd Annual General Meeting of Mukta Arts Limited Commenced at 4.00 P.M. at Whistling Woods Institute's Auditorium, Dada Saheb Phalke Chitra Nagari, Goregaon (East), Mumbai- 400 065

The Chairman, Mr. Subhash Ghai took the Chair and welcomed all the shareholders to the 33rd Annual General Meeting of Mukta Arts Limited.

Thirty Members were present at the meeting including one member being present through proxy.

After ascertaining that the necessary quorum was present, the Chairman called the meeting to order and requested the Company Secretary to commence the proceeding of the meeting.

The Company Secretary announced that the Register of Directors' and Key Managerial Personnel and their Shareholding required at the Annual General Meeting were open for inspection by the members.

With the consent of the members present, the Notice convening the meeting was taken as read.

The Managing Director, Mr. Rahul Puri addressed the shareholders as to the status of the Company as on date and the progress made by the Company. He briefed the members about the industry status, company's performance and progress being made by Whistling Woods International Limited – a subsidiary of Mukta Arts Limited.

The Chairman requested the Company Secretary to read the Auditor' s Report on the accounts of the Company for the year ended 31st March 2015 which was duly read.

The Chairman requested the Company Secretary to read the Secretarial Audit Report for the year ended 31st March 2015. The qualifications in the Secretarial Audit Report was duly read and management's reply were also given at the meeting.

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Thereafter with the permission of the Chairman the Company Secretary proceeded with the agenda.

The Company Secretary informed the shareholders that e-voting has been made compulsory and voting on show of hands has now been dispensed with for listed companies. The Company had arranged for e-voting procedure of the Central Depository Services (India) Limited (CDSL) and e-voting period was from 9.00 a.m. on 24th September, 2015 upto 5.00 p.m. on 27th September, 2015. He also informed that Mr. Nrupang B. Dholakia, Praticing Company Secretary had been appointed as Scrutinizer for e-voting. He further informed that those shareholders who have not exercised their voting rights through e-voting, poll papers will be arranged in the meeting.

The Company Secretary then announced that the shareholders who wish to speak may come forward and convey their comments in brief. After the Shareholders had conveyed their comments, the Company Secretary requested Mr. Ravi Gupta to respond to the queries raised. Mr. Ravi Gupta then replied to all the queries of the shareholders.

The Company Secretary then with the permission of the Chairman announced that the Poll is being conducted and Mr. Nrupang B. Dholakia, Practicing Company Secretary has been appointed as the Scrutinizer to conduct poll. The Scrutinizer Mr. Nrupang B. Dholakia showed the empty ballot box to the Members then locked the empty ballot box in the presence of the Members.

The Company Secretary then read out the ten resolutions proposed to be placed before the shareholders by Poll. He announced that the results of the poll will be declared after 2 days and will be hosted on company's website, e-voting agency's website and shall be sent to stock exchanges where the Company is listed.

The Company Secretary then requested the members to deposit Poll Papers in the Ballot Box.

After ensuring that all the members had cast their votes the Scrutinizer closed the voting and took custody of the box.

The Company Secretary then proposed a vote of thanks to the Chair.

The Chairman thanked the members for being present and declared the Meeting as closed since all the business proposed in the Notice convening the meeting was taken up and transacted.

The Resolutions for the Ordinary and Special Business as set out from Item Nos. 1 to 8 in the Notice of the 33rd Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 33rd Annual General Meeting of the Company held on 28th September, 2015.

Resolution No. 1

Ordinary Resolution for adoption of financial statements for the financial year ended 31-03-2015.

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2015 and the Profit and Loss Account and Cash flow Statement for the period ended on that date together with the Auditors' and Board's Report thereon be and are hereby adopted and approved."

Votes cast in favour of the Resolution		Votes cast against the Resolution	
No. of votes	% of total votes cast in favour	No. of votes	% of total votes cast against
1,58,88,350	99.99	215	0.01

The Ordinary Resolution passed with requisite majority.

Resolution No. 2

Ordinary Resolution for re-appointment of Mr. Parvez A. Farooqui (DIN 00019853) who retires by rotation and offers himself for re-appointment as a Director.

"RESOLVED THAT Mr. Parvez A. Farooqui (DIN 00019853), Director of the Company who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company. His period of office shall be liable to determination by rotation."

Votes cast in favour of the Resolution		Votes cast against the Resolution	
No. of votes	% of total votes cast in favour	No. of votes	% of total votes cast against
1,58,88,350	99.99	215	0.01



The Ordinary Resolution passed with requisite majority.

Resolution No. 3

Ordinary Resolution for re-appointment of M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022) as Statutory Auditors for a term of 4 years upto the conclusion of the 34th AGM (subject to ratification of the appointment by the members at every AGM) and fixing their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 alongwith the Rules made thereunder, the appointment of M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022), as Auditors of the Company, by resolution passed at the 32nd Annual General Meeting of the Company, to hold office for a period of four years from the conclusion of the 32nd Annual General Meeting until the conclusion of the 36th Annual General Meeting, be and is hereby ratified and accordingly they continue to hold office from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Statutory Auditors be paid such remuneration as recommended by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, plus reimbursement of out of pocket expenses."

Votes cast in favour of the Resolution		Votes cast against the Resolution	
No. of votes	% of total votes cast in favour	No. of votes	% of total votes cast against
1,58,87,850	99.99	215	0.01

The Ordinary Resolution passed with requisite majority.

Resolution No. 4

Ordinary Resolution for appointment of Mrs. Paulomi Dhawan (DIN 01574580) as an Independent Director for a period of 5 years.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013

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and the Articles of Association of the Company Mrs. Paulomi Dhawan (DIN 01574580), who was appointed as an Additional Director of the Company with effect from 13th November, 2014 and who holds office till the date of this AGM ,in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years w.e.f. 28th September, 2015, not liable to retire by rotation."

Votes cast in favour of the Resolution		Votes cast against the Resolution	
No. of votes	% of total votes cast in favour	No. of votes	% of total votes cast against
1,58,88,350	99.99	215	0.01

The Ordinary Resolution passed with requisite majority.

Resolution No. 5

Ordinary Resolution for appointment of Mr. Manmohan Shetty (DIN 00013961) as Independent Director of the Company for a period of 5 years.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company Mr. Manmohan Shetty (DIN 00013961) who was appointed as an Additional Director of the Company with effect from 13th November, 2014 and who holds office until the conclusion of this AGM in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years from 28th September, 2015, not liable to retire by rotation."

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Votes cast in favour of the Resolution		Votes cast against the Resolution	
No. of votes	% of total votes cast in favour	No. of votes	% of total votes cast against
1,58,88,350	99.99	215	0.01

The Ordinary Resolution passed with requisite majority.

Resolution No. 6

Special Resolution for re-appointment Mr. Parvez A. Farooqui (DIN 00019853) as Whole time Director (to be designated as Executive Director) for a period of 3 years and approval of remuneration payable to him.

"RESOLVED THAT pursuant to the recommendation made by Nomination and Remuneration Committee and provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Parvez A. Farooqui (DIN 00019853) as a Whole time Director (to be designated as Executive Director) of the Company for a period of three years with effect from 1st April, 2016 on such remuneration and terms and conditions as are contained in the agreement to be entered into between the Company and Mr. Parvez A. Farooqui, as placed before the meeting and initialed by the Chairman for the sake of identification.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any year, Mr. Parvez A. Farooqui be paid minimum remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 as in force in each financial year.

RESOLVED FURTHER THAT the terms and conditions of this appointment may be altered or varied from time to time by the Board (which term shall be deemed to include Nomination & Remuneration Committee of the Board) as it may in its discretion deem fit within the maximum amount payable to each Whole-time Director in accordance with Schedule V to the Act including any amendments thereto."

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Votes cast in favour of the Resolution		Votes cast against the Resolution	
No. of votes	% of total votes cast in favour	No. of votes	% of total votes cast against
1,58,88,349	99.99	216	0.01

The Special Resolution passed with requisite majority.

Resolution No. 7

Special Resolution for appointment of Mr. Ashok Ghai as Professional Advisor and fixation of remuneration payable to him.

"RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and subject to such other approvals, consents, approvals, sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to appoint Mr. Ashok Ghai, brother of Mr. Subhash Ghai, Executive Chairman of the Company as Professional Advisor to advise the Company in production of Regional Films to be produced by the Company from time to time at a remuneration of Rs. 2,00,000/- per month but not exceeding Rs. 5,00,000/- per month.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

Votes cast in favour of the Resolution		Votes cast against the Resolution	
No. of votes	% of total votes cast in favour	No. of votes	% of total votes cast against
1,58,88,350	99.99	215	0.01

The Special Resolution passed with requisite majority.

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Resolution No. 8

Special Resolution for approval of limits for Loan, Guarantees and Investments by Company.

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any of the Companies Act, 2013 read with Rules made thereunder (including any subsequent statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms and conditions as may be specified by such authorities while granting such approvals, consent of the Company be and is hereby accorded to the Board of Directors of the Company to give any loan to any person or other body corporate or to give any guarantee or provide security in connection with a loan to any other body corporate or a person and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the aggregate of the paid up share capital, free reserves and securities premium account or 100% of the aggregate of the free reserves and securities premium account, as the Board may deem necessary and in the interest of the Company, subject to the maximum aggregate not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee(s) of Directors or any one or more Directors of the Company, with the power to further delegate any such powers as they may deem fi t, to finalize, settle and execute such documents / deeds / writings / agreements, as may be required and to do all such acts, matters and things as it may at its absolute discretion deem proper, fi t and expedient and to settle any question difficulty or doubt that may arise in the best interests of the Company."

Votes cast in favour of the Resolution		Votes cast against the Resolution	
No. of votes	% of total votes cast in favour	No. of votes	% of total votes cast against
1,58,88,350	99.99	215	0.01

The Special Resolution passed with requisite majority.

Place : Mumbai
Date: 17-10-2015

Sd
CHAIRMAN

CERTIFIED TRUE COPY
For Mukta Arts Ltd.
Executive Director