

Date: 23<sup>rd</sup> December, 2016

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
Fax: 022 – 2272 3121

To,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
Fax: 022 – 2659 8237 / 38

**BSE Scrip Code: 539141**

**NSE Scrip Code: UFO**

**Ref.: UFO Moviez India Limited**

Dear Sir / Ma'am,

**Sub: Passing of Resolutions through Postal Ballot (including e-voting). Notice and Form of Postal Ballot - UFO Moviez India Limited**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclosed herewith the Postal Ballot Notice along with the Postal Ballot Form for passing of resolutions through Postal Ballot (including e-voting).

Request you to kindly take the same on your record.

Thanking you,

Yours truly,

For UFO Moviez India Limited



**Sameer Chavan**  
Company Secretary

Encl: a/a



## UFO MOVIEZ INDIA LIMITED

(CIN: L22120MH2004PLC285453)

**Registered & Corporate Office:** Valuable Techno Park, 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](mailto:investors@ufomoviez.com) **Website:** [www.ufomoviez.com](http://www.ufomoviez.com)

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### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (hereinafter referred to as “the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the Members of UFO Moviez India Limited (hereinafter referred to as “the Company”) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting. The explanatory statements pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as “the Postal Ballot Form”) for your consideration and voting.

The Board of Directors of the Company has appointed Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practising Company Secretary, Mumbai as the Scrutinizer, at the meeting held on Tuesday, November 8, 2016, for conducting the postal ballot (physical & e-voting) process in accordance with law, in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agent (RTA). The e-voting period commences on Tuesday, December 27, 2016 at 9.00 a.m. and ends on Wednesday, January 25, 2017 at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Wednesday, January 25, 2017. Please note that any Postal Ballot Form(s) received after Wednesday, January 25, 2017 will be treated as not received. The Scrutinizer will be submitting his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Monday, January 30, 2017 at 03:00 p.m. at the registered and corporate Office of the Company situated at Valuable Techno Park, Plot No. 53 / 1, Road No. 7, MIDC, Marol, Andheri (East), Mumbai – 400 093 and will be displayed on the notice board at the registered and corporate office of the Company. The results of the postal ballot will also be posted on the Company’s website [http://www.ufomoviez.com/IR\\_VotingResult.aspx](http://www.ufomoviez.com/IR_VotingResult.aspx) and M/s. Karvy Computershare e-voting website i.e. <https://evoting.karvy.com> besides communicating to the stock exchanges where the Company’s shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on Wednesday, January 25, 2017.

Members requiring any clarifications on e-voting may contact M/s. Karvy Computershare Private Limited on toll free number 1800 3454001 or by email [einward.ris@karvy.com](mailto:einward.ris@karvy.com).

## **Proposed Resolutions**

### **Item No. 1:**

#### **Revision in the remuneration of Mr. Sanjay Gaikwad, Managing Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the revision in the remuneration of Mr. Sanjay Gaikwad (DIN 01001173), Managing Director of the Company with effect from April 1, 2016 until the end of his current tenure on October 16, 2018 as the Managing Director of the Company on the terms and conditions, including remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration in such manner as the Board may deem fit, without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

### **Item No. 2:**

#### **Revision in the remuneration of Mr. Kapil Agarwal, Joint Managing Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the revision in the remuneration of Mr. Kapil Agarwal (DIN 00024378), Joint Managing Director of the Company with effect from April 1, 2016 until the end of his current tenure on February 28, 2019 as the Joint Managing Director of the Company on the terms and conditions, including remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration in such manner as the Board may deem fit without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

By order of the Board  
For **UFO Moviez India Limited**

Date: November 8, 2016

Place: Mumbai

**Sameer Chavan**  
**Company Secretary**

### **NOTES:**

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
2. The notice of the Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as of Friday, December 9, 2016.
3. Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of the Postal Ballot by e-mail and to others are being sent by mode prescribed under the Act along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link [www.ufomoviez.com](http://www.ufomoviez.com) or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, Unit: UFO Moviez India Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, fill in the details and send the same to the Scrutinizer. The date of completion of dispatch of Notice will be announced through advertisement in the newspapers.

Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed and postage prepaid business reply envelope so as to reach the Scrutinizer on or before Wednesday, January 25, 2017, at the following address:

Mr. Dharmesh Zaveri  
D. M. Zaveri & Co., Practising Company Secretary  
C/o Karvy Computershare Pvt. Ltd  
Unit: UFO MOVIEZ INDIA LIMITED  
Karvy Selenium, Tower B, Plot No. 31-32,  
Gachibowli, Financial District, Nanakramguda  
Hyderabad-500032

4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged M/s. Karvy Computershare Private Limited, for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for Members for e-voting are as under:

a) In case of Members receiving e-mail from M/s. Karvy Computershare Private Limited:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email: [dmz@dmzaveri.com](mailto:dmz@dmzaveri.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."
- xiii. Members can cast their vote online from Tuesday, December 27, 2016 from 9:00 a.m. to Wednesday, January 25, 2017 till 5:00 p.m.

- b) In case of Members receiving Postal Ballot Form by Post:
- i. Initial Password is provided as below at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- ii. Please follow all steps from Sl. No. (i) to (xiii) above to cast your vote by electronic means.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of <https://evoting.karvy.com> or contact Mr. B Srinivas (Unit: UFO Moviez India Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 or phone no. 040-6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through prescribed mode under the Act. The Members can also seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or Registered Office of the Company i.e. Valuable Techno Park, Plot No. 53 / 1, Road No. 7, MIDC, Marol, Andheri (East), Mumbai – 400 093, India.
  6. Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
  7. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Wednesday, January 25, 2017. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after Wednesday, January 25, 2017 would be strictly treated as if reply from the Members has not been received.
  8. The voting period ends on the close of working hours (i.e. 5:00 p.m.) on Wednesday, January 25, 2017. The e-voting module for voting shall be disabled by M/s. Karvy Computershare Private Limited thereafter.
  9. The voting right(s) of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on Friday, December 9, 2016.
  10. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot along with the Scrutinizer's Report will be announced on Monday, January 30, 2017 at 03:00 p.m. and the same shall be placed on the Company's website [www.ufomoviez.com](http://www.ufomoviez.com) and also on the website of M/s. Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the last date specified for receipt of duly completed postal ballot forms or e-voting shall be deemed to be the date of passing of the said resolutions.
  11. The Board of Directors has appointed Mr. Kapil Agarwal, Joint Managing Director and Mr. Sameer Chavan, Company Secretary of the Company as the designated persons responsible for the entire postal ballot process.
  12. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Monday, January 30, 2017.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

Mr. Sanjay Gaikwad, Managing Director, is the technical brain and guiding force behind the Company and has working ceaselessly over last 12 years. By leveraging his long experience in technological innovation, Mr. Sanjay Gaikwad has extensively contributed to the Company's pre-eminent position in the industry. His strategic and techno-commercial guidance is the core on which entire business & new initiatives of the Company have been built. Mr. Gaikwad has

created sustainable businesses and has formulated and led the technology driven growth initiatives for the Company and its subsidiaries. Under his leadership, the entire technological integration of D Cinema operations of Scrabble Entertainment Limited, a subsidiary company have been effectively completed with the Company's advertisement platform thereby providing critical reach to the company to key premium theatres across the country. His constant efforts at innovations has led to new strategic initiatives like UFO Framez and Caravan Talkies. It is important that the Company continues to draw on his expertise, knowledge, and experience.

The members of the Company at the Extra-ordinary General Meeting of the Company held on November 30, 2013, had approved the re-appointment of Mr. Sanjay Gaikwad as the Managing Director of the Company and the terms of remuneration payable to him for the period from October 17, 2013 to October 16, 2018.

Given the fact that his current annual remuneration of Rs.2,50,00,000/- has not been increased since 2011, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, and subject to necessary approval of the members, has revised the remuneration of Mr. Sanjay Gaikwad, Managing Director with effect from April 1, 2016 until the end of his current tenure on October 16, 2018 as the Managing Director of the Company on the terms of remuneration mentioned hereinbelow, with powers to the Board to effect such variations therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

**1. Salary**

Rs.11,00,000 per month.

**2. Perquisites**

- a. Company's contribution to provident fund and superannuation fund as per Company rules.
  - b. Gratuity as per Company rules.
  - c. Accommodation (furnished or otherwise) or House rent allowance in lieu thereof.
  - d. Reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, servant salary, medical reimbursement.
  - e. Provision of Company maintained car; reimbursement of driver's salary and petrol and vehicle maintenance expenses for the official use.
  - f. Provision of mobile, telephone and internet facility at residence and reimbursement of bills at actuals for the official use.
  - g. Leave travel concession, club fee, medical/ accident insurance and such other perquisites and allowances as may be allowed under the Company's rules / schemes and available to other employees of his category.
  - h. Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- 3.** The total remuneration as per para 1 and 2 shall be restricted to an amount of Rs.2,75,00,000/- p.a.
- 4.** Mr. Sanjay Gaikwad will also be entitled for a one time performance incentive of Rs.50,00,000/-, to be given for the performance of the Company for past periods, which will paid out in the financial year 2016-17.
- 5.** In addition to above, and subject to the Nomination and Remuneration Committee's final determination based on certain defined parameters, with effect from April 1, 2016, Mr. Sanjay Gaikwad will also be entitled for yearly performance incentive of an amount not exceeding Rs.1,25,00,000/-.

**6. Valuation of perquisites**

Perquisites/Allowances shall be valued as per Income-tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

**7. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

**Information about Mr. Sanjay Gaikwad:**

Mr. Sanjay Gaikwad one of our Promoters, is the Managing Director (Executive, Non-Independent Director) of our Company. He holds a bachelor's degree in chemical engineering and a master's degree in management studies from

the University of Mumbai. Prior to setting up our Company, he was associated with leading media houses of India such as Zee Group and Indian Express Group. He is a recipient of the Maxell – Maharashtra Corporate Excellence Awards, 2014 for Excellence in Innovation.

**Directorships:**

Sr. No.	Name of the Company	Designation
1	Nisarg Building Art & Technology Private Limited	Director
2	Impact Media Exchange Limited	Director
3	Valuable Destinations Private Limited	Director
4	Valuable Technologies Limited	Managing Director
5	M5 Media Investments Private Limited	Director
6	Nifty Portfolio Services Private Limited	Director
7	Valuable Media Limited	Director
8	Qwik Entertainment India Limited	Director
9	Goldencrest Financial Services Private Limited	Director
10	Scrabble Entertainment Limited	Director
11	Lynx Developers Private Limited	Director
12	UFO Moviez India Ltd.	Managing Director
13	Valuable Infrastructure Private Limited	Director
14	Edridge Limited, Cyprus	Director
15	UFO International Limited, Cyprus	Director
16	UFO Europe Limited, Cyprus	Director
17	Infinity Systems Inc.	Director
18	Valuable Technologies Inc.	Director

**Committee positions:**

Name of the Company	Name of Committee	Position
UFO Moviez India Limited	Compensation Committee	Member
	Stakeholders' Relationship Committee	Member
	Corporate Social Responsibility Committee	Chairman & Member
	Finance Committee	Member
Scrabble Entertained Limited	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Chairman & Member

**Shareholding in the Company:**

He holds 263,797 Equity Shares of Rs.10 each in the Company.

None of the Directors/key managerial personnel and/or their relatives, except Mr. Sanjay Gaikwad is directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 1 of the Notice.

The Board commends the special resolution set out in Item No. 1 for approval by members.

**Item No. 2:**

Mr. Kapil Agarwal, Joint Managing Director, has made a tremendous contribution to the growth of the Company since its inception. As head of day-to-day operations of the Company, he has been instrumental in managing the affairs of the Company and bringing it to pre-eminent position in the industry. His financial acumen and untiring efforts in running the business have reaped rich dividends for the Company. As such, he has significantly contributed to the growth of the Company.

Over the last 5 years, Mr. Agarwal has lead the Company to new heights both operationally as well as financially. He was fully responsible for the Company's capital raising in 2011 which ensured that Company had an access to desired capital from reputed investors at the right time. He led the acquisition relating to two companies viz Scrabble Entertainment Limited and Southern Digital Screenz India Private Limited and played a crucial role in successful integration of their businesses with Company's business and operations. He also spearheaded the Company's IPO and was instrumental in the listing of the shares in May 2015. The Company, under his leadership, has also seen significant growth in advertisement revenues of 44% CAGR from financial year 2012 to financial year 2016 which has resulted in significant improvement in the overall profitability of the Company. It is critical for the Company to continue to draw on his expertise, knowledge, and experience.

The members of the Company at the Extra-ordinary General Meeting of the Company held on February 24, 2014, had approved the re-appointment of Mr. Kapil Agarwal as the Joint Managing Director of the Company and the terms of remuneration payable to him for the period from March 1, 2014 to February 28, 2019.

Given the fact that his current annual remuneration of Rs.2,50,00,000/- has not been increased since 2011, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, and subject to necessary approval of the members, has revised the remuneration of Mr. Kapil Agarwal, Joint Managing Director with effect from April 1, 2016 until the end of his current tenure on February 28, 2019 as the Joint Managing Director of the Company on the terms of remuneration mentioned hereinbelow, with powers to the Board to effect such variation therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

**1. Salary**

Rs. 11,00,000 per month.

**2. Perquisites**

- a. Company's contribution to provident fund and superannuation fund as per Company rules.
  - b. Gratuity as per Company rules.
  - c. Accommodation (furnished or otherwise) or House rent allowance in lieu thereof.
  - d. Reimbursement of expenses or allowances for gas, electricity, water, furnishings, repairs, servant salary, medical reimbursement.
  - e. Provision of Company maintained car; reimbursement of driver's salary and petrol and vehicle maintenance expenses for the official use.
  - f. Provision of mobile, telephone and internet facility at residence and reimbursement of bills at actuals for the official use.
  - g. Leave travel concession, club fee, medical/ accident insurance and such other perquisites and allowances as may be allowed under the Company's rules / schemes and available to other employees of his category.
  - h. Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
3. The total remuneration as per para 1 and 2 shall be restricted to an amount of Rs.2,75,00,000/- p.a.
4. Mr. Kapil Agarwal will also be entitled for a one time performance incentive of Rs.50,00,000/-, to be given for the performance of the Company for past periods, which will be paid out in the financial year 2016-17.
5. In addition to above, and subject to the Nomination and Remuneration Committee's final determination based on certain defined parameters, with effect from April 1, 2016, Mr. Kapil Agarwal will also be entitled for yearly performance incentive of an amount not exceeding Rs.1,25,00,000/-.

**6. Valuation of perquisites**

Perquisites/Allowances shall be valued as per Income-tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

**7. Stock Options**

Stock Options as per the schemes as may be framed by the Company.

**8. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Joint Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.



**Information about Mr. Kapil Agarwal:**

Mr. Kapil Agarwal is the Joint Managing Director (Executive, Non-Independent Director) of our Company. A Chartered Accountant by qualification, he has been associated with our Company in various capacities including a Board member since 2005. He took over the responsibilities of day to day operations of the Company as Joint Managing Director on March 1, 2009. In his previous assignments, he was associated with leading industrial houses such as Modi Group, Apollo Tyres, and British Gas. He is the recipient of CA Business Leader – SME Sector, awarded for exceptional performance and achievement by the Institute of Chartered Accountants of India.

**Directorships:**

Sr. No.	Name of the Company	Designation
1	UFO Moviez India Limited	Joint Managing Director
2	Scrabble Entertainment Limited	Director
3	Edridge Limited, Cyprus	Director
4	UFO International Limited, Cyprus	Director
5	UFO Europe Limited, Cyprus	Director
6	Scrabble Entertainment (Mauritius) Limited	Director
7	Scrabble Entertainment DMCC	Director
8	Scrabble Digital Inc	Director
9	Scrabble Ventures LLC	Director
10	Scrabble Ventures S. DE R.L. DE C.V	Director

**Committee positions:**

Name of the Company	Name of Committee	Position
UFO Moviez India Limited	Stakeholders' Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
	Finance Committee	Member
Scrabble Entertainment Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

**Shareholding in the Company:**

He holds 372,694 Equity Shares of Rs.10 each in the Company.

The Company has entered into an agreement with Mr. Kapil Agarwal laying down, *inter alia*, the terms of remuneration referred to above and the powers and authorities delegated to him. A copy of the said agreement is available for inspection by the members during business hours on any working day between 11.00 a. m. and 01.00 p.m. at the registered office of the Company upto and including the date of the meeting.

None of the Directors/key managerial personnel and/or their relatives, except Mr. Kapil Agarwal is directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 2 of the Notice.

The Board commends the special resolution set out in Item No. 2 for approval by members.

By order of the Board  
For **UFO Moviez India Limited**

Date: November 8, 2016

Place: Mumbai

**Sameer Chavan**  
Company Secretary



## UFO MOVIEZ INDIA LIMITED

(CIN: L22120MH2004PLC285453)

**Registered & Corporate Office:** Valuable Techno Park, 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](mailto:investors@ufomoviez.com) **Website:** [www.ufomoviez.com](http://www.ufomoviez.com)

### Postal Ballot Form

(To be returned to the Scrutinizer appointed by the Company)

Sr. No.:

1. Name & Registered address of :  
the sole / first named Member  
(In Block Letters)

2. Name(s) of the Joint holder(s) :  
(if any)

3. Registered Folio No. / DP ID No. :  
& Client ID No.

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the accompanying Postal Ballot Notice of the Company by conveying my / our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Revision in the remuneration of Mr. Sanjay Gaikwad, Managing Director of the Company.			
2.	Revision in the remuneration of Mr. Kapil Agarwal, Joint Managing Director of the Company.			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

Date : Signature of the Shareholder

#Email:.....#TelNo:.....

#Optional

#### ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

**Note :**

1. Kindly read the instructions printed overleaf before filling the Postal Ballot Form.
2. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Wednesday, January 25, 2017 at 5.00 p.m.

## INSTRUCTIONS

1. A Member desirous of exercising vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid business reply envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Member(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed postage prepaid business reply envelope bears the postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company/ RTA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, Postal Ballot Form must be completed and signed by the first named member and in his/her absence, by the next named member.
5. In case of shares held by the Companies, Trusts, Societies, etc., the duly completed Postal Ballot Forms should be accompanied by a certified true copy of board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer (i.e., Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary), appointed by the Company so as to reach the Scrutinizer (C/o M/s. Karvy Computershare Private Limited, Unit: UFO Moviez India Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032) not later than the close of working hours on or before Wednesday, January 25, 2017 i.e. 5:00 p.m. Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
7. A Member can apply for duplicate Postal Ballot Form through an email at [einward.ris@karvy.com](mailto:einward.ris@karvy.com), if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before Wednesday, January 25, 2017 i.e. 5:00 p.m. For any clarification(s), please contact M/s. Karvy Computershare Private Limited on toll free number: 1800 3454001.
8. The right of voting by postal ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing mediums like pencil.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of member(s) on the cut-off date i.e. Friday, December 9, 2016.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of postal ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
16. The result on postal ballot shall be announced on January 30, 2017.