

Date: December 22, 2017

To,
Listing Compliance Department
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Ma'am,

Kind Attn: Ms. Ekta Shah, Asst. Manager

Ref: Response to query list uploaded on December 20, 2017 – Application Case No. 14181

Sub.: Composite Scheme of Arrangement and Amalgamation between UFO Moviez India Limited, Qube Cinema Technologies Private Limited, Qube Digital Cinema Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited and their respective shareholders and creditors under sections 230 to 232 and other relevant provisions of the Companies Act, 2013

This is with reference to our application no. 14181 and your e-mail dated December 20, 2017 and our replay dated December 20, 2017.

Query: 1. Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of the Companies. (Kindly provide the declaration details for Qube Digital Cinema Private Limited, Moviebuff Private Limited and PJSA Technosoft Private Limited)

Reply: Shareholding pattern of all the Companies in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of the companies were submitted vide our letter dated December 20, 2017.

Query 2. Pre & Post Scheme Networth of the Companies involved in the Scheme. Companies are required to submit Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary. (Networth = Equity Share Capital + Free Reserves - Miscellaneous Expenditure to the extent not written off, along with the detailed working) (Kindly provide the Pre & Post Scheme Networth of all the Companies involved in the Scheme)**

Reply: Pre & Post Scheme Networth certificates of all the companies involved in scheme are enclosed herewith.

For UFO Moviez India Limited



Sameer Chavan
Company Secretary

Encl: a/a

CERTIFICATE OF NETWORTH

The Board of Directors of UFO Moviez India Limited at its meeting held on November 01, 2017 passed a resolution to approve the Scheme of Arrangement and Amalgamation between UFO Moviez India Limited and Qube Cinema Technologies Private Limited, Qube Digital Cinema Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited and their respective shareholders and creditors ("Scheme"). This Scheme is subject to requisite approvals in terms of Sections 230 to 232 of the Companies Act, 2013.

On the basis of the said Scheme and information and explanation given to us, we certify that the net worth of UFO Moviez India Limited prior to the Scheme and provisional net worth of UFO Moviez India Limited, post the proposed Scheme based on the consolidated financial statements certified by the management for the period from April 2017 to June 2017 is Rs. in '000: 41,91,225 and 93,20,269 respectively.

Sr.No		INR in '000	
		Pre Scheme	Post Scheme
1	Share Capital	2,76,008	4,04,192
2	Reserves	39,15,217	89,16,077
	a) Legal Reserve	18,291	18,291
	b) Security Premium Account	37,37,941	87,38,801
	c) Employee Stock Options Outstanding	32	32
	d) Foreign Currency Translation Reserve	(11,375)	(11,375)
	e) Capital Reserve	(5,86,877)	(5,86,877)
	f) Surplus in the Statement of Profit and Loss	7,57,205	7,57,205
	Net Worth	41,91,225	93,20,269

For the above purpose, "Net Worth" means the sum total of the paid-up equity share capital, capital reserves, securities premium account and free reserves including legal reserve and foreign currency translation reserve.

Note:

- Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.

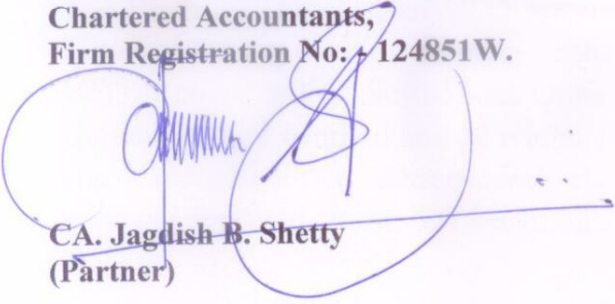




SHETTY NAIK & ASSOCIATES
Chartered Accountants

2. We have relied upon the Consolidated Financial Statements duly certified by the management for the period from April 2017 to June 2017.

M/s. Shetty Naik & Associates,
Chartered Accountants,
Firm Registration No: +124851W.


CA. Jagdish B. Shetty
(Partner)

Place : Mumbai

Date : 22nd November, 2017

Certificate No. : 73/2017-18





CNGSN & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

Swathi Court, Flat No. C & D, No. 43, (Old No. 22)
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 B.Com., FCA

NYAPATHY SRILATHA
 M.Com., FCA, PGDFM

E.K. SRIVATSAN
 B.Com., FCA

CERTIFICATE OF NETWORTH

Statement of consolidated networkth as at 30th September 2017 of Qube Cinema Technologies Private Limited (the Company) for filings with the relevant authorities in connection with Proposed Composite Scheme of Arrangement and Amalgamation between the Company, UFO Moviez India Limited, Qube Digital Cinema Private Limited, Moviebuff Private Limited, PJSA Technosoft Private Limited and their respective shareholders and creditors ("Scheme")

Statement of Networkth, prepared on the basis of the Consolidated Financial Statements of the Company, as at September 30, 2017

INR in Mn

Particulars	Pre Scheme	Post Scheme
Share Capital (a)	165.74	165.74
Reserves		
a) Capital Redemption Reserve	13.12	13.12
b) Securities Premium	783.28	783.28
c) Employees Stock options outstanding	14.43	14.43
d) General Reserve	1.49	1.49
e) Foreign Currency Monetary Translation Difference Account	(1.80)	(1.80)
f) Foreign Currency Translation Difference	2.29	2.29
g) Surplus in Statement of Profit and Loss	1539.85	1539.85
h) Other Equity*	NA	(2491.07)
Total Reserves (b)	2352.66	(138.41)
Net worth (a+b)	2518.41	27.33



Note:

1. We have relied upon the Audited Financial Statements for the period ended 30th September 2017.
2. For the above purpose, "Networth" means the sum total of the paid-up share capital (both Equity and Compulsorily Convertible Preference Capital) and reserves.
3. The Scheme envisages demerger of substantial undertaking of the Company into Qube Digital Cinema Private Limited with only the assets and liabilities pertaining to Studio DPS Business (as defined in the Scheme) being retained in the Company. These would comprise net receivables in respect of the Studio DPS Business and unbilled income pertaining thereto. Post Scheme Networth has been computed accordingly, based on the workings provided by the management of the Company.
4. * Post Scheme Networth of the Company is computed based on the accounting treatment being that the excess of the book value of the assets of the Company over the book value of the liabilities transferred to QDCPL shall be debited to the "Other equity" upon the demerger becoming effective.



For CNGSN & Associates LLP
Chartered Accountants
Firm Registration No- 04915S/S200036

B. Ramakrishnan

Place: Chennai
Date: 21st December, 2017

B. Ramakrishnan
Partner
Membership No- 201023



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E.K. SRIVATSAN
 B.Com., FCA

CERTIFICATE OF NETWORTH

Statement of Networth as at 31st October of Moviebuff Private Limited (the Company) for filings with the relevant authorities in connection with Proposed Composite Scheme of Arrangement and Amalgamation between the Company, UFO Moviez India Limited, Qube Cinema Technologies Private Limited, Qube Digital Cinema Private Limited, PJSA Technosoft Private Limited and their respective shareholders and creditors ("Scheme")

Statement of Networth, prepared on the basis of the Financial statements of the Company, as at October 31, 2017

INR in '000

Particulars	Pre Scheme	Post Scheme
Share Capital (a)	102.12	NA
Reserves (b)	(40.26)	NA
Networth (a+b)	61.86	NA*

Note:

1. We have relied upon the Audited Financial Statements for the period ended 31st October 2017.
2. For the above purpose, "Networth" means the sum total of the paid-up share capital and reserves.
3. * Upon the Scheme being effective i.e. the Merger of the Company with Qube Digital Cinema Private Limited, the said Company will cease to exist.



Place: Chennai

Date: 21st December, 2017

For CNGSN & Associates LLP
Chartered Accountants
Firm Registration No- 04915S/S200036

B. Ramakrishnan

B. Ramakrishnan

Partner

Membership No- 201023



CNGSN & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

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CERTIFICATE OF NETWORTH

Statement of Networth as at 31st October of Qube Digital Cinema Private Limited (the Company)
for filings with the relevant authorities in connection with Proposed Composite Scheme of
Arrangement and Amalgamation between the Company, UFO Moviez India Limited, Qube Cinema
Technologies Private Limited, Moviebuff Private Limited, PJSA Technosoft Private Limited and
their respective shareholders and creditors ("Scheme")

Statement of Networth, prepared on the basis of the Financial Statements of the Company, as at October 31, 2017

INR in '000

Particulars	Pre Scheme	Post Scheme
Share Capital (a)	100.00	NA
Reserves (b)	(5.90)	NA
Networth (a+b)	94.10	NA*

Note:

1. We have relied upon the Audited Financial Statements for the period ended 31st October 2017.
2. For the above purpose, "Networth" means the sum total of the paid-up share capital and reserves.
3. * Upon the Scheme being effective i.e. the Merger of the Company with UFO Moviez India Limited, the said Company will cease to exist



Place: Chennai
Date: 21st December, 2017

For CNGSN & Associates LLP
Chartered Accountants
Firm Registration No- 04915S/S200036

B. Ramakrishnan

B. Ramakrishnan
Partner
Membership No- 201023

CERTIFICATE OF NETWORTH

The Board of Directors of UFO Moviez India Limited at its meeting held on November 01, 2017 passed a resolution to approve the Scheme of Arrangement and Amalgamation between UFO Moviez India Limited and Qube Cinema Technologies Private Limited, Qube Digital Cinema Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited and their respective shareholders and creditors ("Scheme"). This Scheme is subject to requisite approvals in terms of Sections 230 to 232 of the Companies Act, 2013.

On the basis of the said Scheme and information and explanation given to us, we certify that the Net Worth of PJSA Technosoft Private Limited (CIN U74999MH2017PTC300940) prior to the Scheme and provisional Net Worth of PJSA Technosoft Private Limited, post the proposed Scheme, based on the consolidated financial statements certified by the management for the period ended October 31, 2017 is Rs.: 100,000 and 235,100,000 respectively.

Sr.No		INR	
		Pre Scheme	Post Scheme
1	Share Capital	100,000	235,100,000
2	Reserves	-	-
	a) Legal Reserve	-	-
	b) Security Premium Account	-	-
	c) Employee Stock Options Outstanding	-	-
	d) Foreign Currency Translation Reserve	-	-
	e) Capital Reserve	-	-
	f) Surplus in the Statement of Profit and Loss	-	-
	Net Worth	100,000	235,100,000

The PJSA Technosoft Private Limited is incorporated on 17/10/2017 and as informed since there is no operation carried out by the said Company, the Net Worth prior to Scheme is determined on the basis of Promoters Subscription to Share Capital of the company. Pre-incorporation expenses, if any, have not been considered.

For the above purpose, "Net Worth" means the sum total of the paid-up equity share capital, capital reserves, securities premium account and free reserves including legal reserve and foreign currency translation reserve.



(Contd...2)

Note:

1. Our work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that we have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.

2. We have relied upon the Consolidated Financial Statements duly certified by the management for the period ended October 31, 2017.

Certificate No. 85/2017-18

**M/s. Shetty Naik & Associates,
Chartered Accountants,
Firm Registration No: - 124851W.**

**CA. Jagdish B. Shetty
(Partner)**

Place : Mumbai

Date: 18th December, 2017

