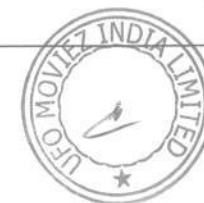


Brief particulars of the Transferor and Transferee Companies

Particulars	Transferee Company UFO	Transferor Company 1 SDS	Transferor Company 2 VNS	Transferor Company 3 Edridge	Transferor Company 4 UFO International
Name of the company	UFO Moviez India Limited	Southern Digital Screenz India Private Limited	V N Films Private Limited	Edridge Limited	UFO International Limited
Date of Incorporation & details of name changes, if any	14-06-2004	03-07-2008	22-02-2007	08-04-2006	11-07-2006
Registered Office	Valuable Techno Park, Plot No. 53/1, Road No. 7, MIDC, Andheri (East), Mumbai - 400 093	Valuable Techno Park, Plot No. 53/1, Road No. 7, MIDC, Andheri (East), Mumbai - 400 093	Valuable Techno Park, Plot No. 53/1, Road No. 7, MIDC, Andheri (East), Mumbai - 400 093	12 Zinonos Sozou, 1075 Nicosia, Cyprus	12 Zinonos Sozou, 1075 Nicosia, Cyprus
Brief particulars of the scheme	<p>The Scheme of Arrangement contains the amalgamation of Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited and UFO International Limited with UFO Moviez India Limited pursuant to Sections 391 to 394 and Section 100 to 103 of the Companies Act, 1956 read with Notified Section 52 of Companies Act, 2013 and other applicable provisions of the Companies Act, 1956/2013.</p> <p>a) All assets wherever situated, whether moveable or immovable (if any), real or personal, in possession or reversion, material or intellectual, corporeal or incorporeal, tangible or intangible, present or contingent including but not limited to all assets, fixed assets, current assets, all investments, brands, trademarks, patents, copyrights and other intellectual property rights, leases, tenancy rights, premises, hire purchase and lease arrangements, computers, office equipment, furniture, telephones, telexes, facsimile connections, communication facilities, electrical and other installations, sundry debtors, deposits, receivables, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, taxes, tax credits, various exemption/ incentives granted under different schemes including carried forward losses of all types and other industrial property, import quotas, import entitlements, right to use and avail of telephones, telex, facsimile and other communication facilities and all other interests, rights and power of every kind, nature and description, whatsoever, privileges, liberties, advantages, benefits, consents, sanctions and approvals, bills of exchange, letters of intent and loans and advances of Transferor Companies.</p> <p>b) All liabilities present, future and contingent liabilities, debts, loans, duties or obligations of any kind, nature or description of Transferor Companies.</p> <p>c) Without prejudice to the generality of the provisions of the sub clauses above, the Undertaking shall include all rights and licenses, all assignments and grants thereof, benefits of agreements, contracts and arrangements, powers, authorities, municipal permissions, registrations, quotas, permits, allotments, approvals, export licenses, sanctions, remissions, special reservations, holidays, incentives, concessions and other authorizations, benefits, entitlements and incentives of any nature whatsoever, privileges, liberties, advantages, easements and all the right, title, interests, benefits, entitlement and advantages and all other rights and claims of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by Transferor Companies in connection with or pertaining to all respective books of account, papers, documents and records relating to Transferor Companies and all deposits including security deposits</p> <p>d) all employees on the rolls of the Transferor Companies, if any on the closing hours of the date immediately preceding the Effective Date.</p>				
Rationale for the scheme	<p>The proposed Scheme of Arrangement involves amalgamation of Southern Digital Screenz India Private Limited ('Transferor Company 1' or 'SDS'); V N Films Private Limited ('Transferor Company 2' or 'VNFPL'); Edridge Limited ('Transferor Company 3' or 'EL') and UFO International Limited ('Transferor Company 4' or 'UIL') (collectively referred to as the 'Transferor Companies').</p> <p>a) The Transferor Companies are wholly owned subsidiaries of the Transferee Company. With a view of consolidating the digital cinema business in India, it is proposed that SDS, VNFPL, UIL and EL be merged with UMIL. The digital cinema market in India has strong growth potential and a consolidated business would be better placed to take advantage of emerging opportunities.</p> <p>b) Upon the proposed amalgamation, all the assets including the intangible assets ("IPs") and liabilities, if any of the Transferor Companies would get transferred to the Transferee Company.</p> <p>c) The amalgamation of SDS, VNFPL, UIL and EL with UMIL will lead to better business synergies, improve overall operational efficiency and achieve cost savings.</p> <p>d) Such consolidation will also enable UMIL to carry on and conduct its business more efficiently and advantageously with better economies of scale, more productive and optimum utilization of various resources, strengthen its financial position and ability to raise resources for conducting business and provide a stronger capital base for future expansion and growth in India.</p> <p>e) The amalgamation will also result in reduction in multiplicity of legal and regulatory compliances required at present to be carried out and further, such consolidation will also help UMIL enhance its ability to compete effectively in the highly competitive digital cinema market in India.</p> <p>f) The proposed amalgamation will reduce managerial overlaps, which are necessarily involved in running multiple entities.</p> <p>In view of the aforesaid, the Board of Directors of SDS, VNFPL, EL, UIL and UMIL have considered, deemed it desirable and to the best interest of their respective companies to carry out the merger transactions outlined herein. Accordingly, the respective Board of Directors of SDS, VNFPL, EL, UIL and UMIL have formulated this Scheme of Arrangement for the transfer of the entire business and undertaking of SDS, VNFPL, EL and UIL with and into UMIL pursuant to Sections 391 to 394 and Section 100 to 103 of the Companies Act, 1956 read with Notified Section 52 of Companies Act, 2013 and other applicable provisions of the Companies Act, 1956/2013.</p>				
Date of resolution passed by the Board of Director of the company approving the scheme	26th July, 2016	26th July, 2016	26th July, 2016	26th July, 2016	26th July, 2016

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Date of meeting of the Audit Committee in which the draft scheme has been approved	26th July, 2016	26th July, 2016	N.A.	N.A.	N.A.
Appointed Date	1st April, 2016 / 1st July, 2016	1st July, 2016	1st April, 2016	1st April, 2016	1st April, 2016
Name of Exchanges where securities of the company are listed	BSE Limited National Stock Exchange of India Limited	N.A.	N.A.	N.A.	N.A.
Nature of Business	UFO Moviez India Ltd. is India's largest digital cinema distribution network and in-cinema advertising platform in terms of number of screens. UFO operates India's largest satellite-based, digital cinema distribution network using its UFO-M4 platform, as well as India's largest D-Cinema network.	SDS was incorporated with an object to carry on the business of producing and creating stories, serials and any kind of episodes for cable and satellite television networks. Additionally, SDS is permitted to carry on the business of designing, develop-ing, publishing, using, manufacturing, purchasing, selling, distributing, renting, hiring, letting on hire, or otherwise dealing in digital cinema equipments, digital encoding and encrypting its hardware and software, converting feature films, advertisement films, trailers, commercials, from physical film prints to digital virtual prints and to transmit the same via internet lines after digitally encoding and encrypting the films, trailers, commercials, advertisement films to cinema theatres, screens, movie halls, via satellite transmission, or through cable lines.	VNS was incorporated with the object to carry on, inter alia the business of exhibitors of films, serials, advertisements, documentary and other media content through taking theatres on hire or owning theatres or doing programming of theatres or other related activities and to carry on the business of producers, exhibitors, importers, exporters, dealers and distributors of cinematographic films.	The object of Edridge is to inter alia promote, establish, manage, administer and participate in the business, management and share capital or assets or otherwise of any company or other entity in any part of the world as a holding or subsidiary company or as a shareholder or in any other capacity or manner and to acquire and dispose of shares or deeds or debentures or other investments in any enterprise and activity and in any entity, with or without legal personality.	The object of incorporation of UFO International was inter alia to carry on the business of exploiting the digital cinema technology involving the usage of digital cinema systems comprising of digital cinema equipment installed at theatres for the theatrical exhibition of films and/or other contents, to carry on the business of providing the services of digitalizing films and/or other contents from analogue prints, encoding, encrypting and delivering the same to theatres in digital form, delivering licenses for play outs and generally causing the digitized films and other contents to be played out through the digital cinema systems installed at theatres and to carry on the business of film distribution among other things.
Capital before the scheme (paid up equity)	Rs.27,49,93,760/-	Rs. 4,29,88,330/-	Rs. 1,00,000/-	USD 1,161,972/-	USD 1,008,621/-
No. of shares to be issued	NIL				
Cancellation of shares on account of cross holding, if any	NIL	42,98,833 equity shares of Rs. 10 each fully paid up 1,725,000 10% Optionally Convertible Preference Shares of Rs. 100 each	10,000 equity shares of Rs. 10 each fully paid up	11,61,972 ordinary shares of USD 1 each fully paid up	10,08,621 ordinary shares of USD 1 each fully paid up
Capital after the scheme	Rs.27,49,93,760/-	NIL	NIL	NIL	NIL
Net Worth (Rs. In crores)					
Pre	Rs. 441.47	Rs. 26.54	Rs. -1.02	Rs. 78.63	Rs. 3.51
Post	Rs. 338.73	-	-	-	-
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	N.A. However, certificate wrt non-applicability of Valuation Report given by an Independent Chartered Accountant Mr. V.N.Khandekar of V.N.Khandekar & Associates, Chartered Accountants, Firm Registration No.: 105040W Attached to the application as Annexure-3				
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	N.A.	N.A.	N.A.	N.A.	N.A.
Fair value per shares (Rs.)					



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Exchange ratio	-	-	-	-	-	-	-	-	-	-
Name of Merchant Banker giving fairness opinion	NOT APPLICABLE									
Shareholding pattern	Pre		Pre		Pre		Pre		Pre	
	Post Shareholding: It will remain same as all the transferor companies are wholly owned subsidiary companies									
	Post Shareholding: Since the Transferor Companies are wholly owned subsidiary companies, Post Shareholding of the Transferor Companies will be NIL									
	No. of shares As on 30 June, 2016	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Promoter	79,65,720	28.86	42,93,833	100.00	10,000	100.00	11,61,972	100.00	10,08,621	100.00
Public	1,96,35,081	71.14	-	-	-	-	-	-	-	-
Custodian	-	-	-	-	-	-	-	-	-	-
TOTAL	2,76,00,801	100.00	42,93,833	100.00	10,000	100.00	11,61,972	100.00	10,08,621	100.00
No. of shareholders	24200		5		7		1		1	
Names of the Promoters	Mr. Sanjay Gaikwad Mr. Narendra Hete Valuable Technologies Limited Valuable Media Limited Advent Fiscal Pvt. Ltd. Nifty Portfolio Services Private Ltd. Omniscient Consultancy Services Pvt. Ltd. Uday Gaikwad Raaja Kanwar Apollo International Limited		UFO Moviez India Limited Sanjay Gaikwad (as a nominee of UFO Moviez India Limited)		UFO Moviez India Limited Pramendra Tomar (as a nominee of UFO Moviez India Limited) Pradeep Chugh (as a nominee of UFO Moviez India Limited) Rakesh Kumar Gupta (as a nominee of UFO Moviez India Limited) Krishan Gopal Gupta (as a nominee of UFO Moviez India Limited) Siddharth Das Gupta (as a nominee of UFO Moviez India Limited) Shiv Kumar (as a nominee of UFO Moviez India Limited)		UFO Moviez India Limited		Edridge Limited	
Names of the Board of Directors	1. Mr. Sanjay Gaikwad- Managing Director 2. Kapil Agarwal- Joint Managing Director 3. Raaja Kanwar- Director 4. Ameya Hete- Director 5. Biswajit A. Subramanian- Director 6. Varun Laul- Director 7. Sanjeev Aga- Independent Director 8. Lynn Antoinette Desouza- Independent Director 9. Subramanian Madhavan -Independent Director		1.Sushil Agrawal- Director 2.Ashish Malushte- Director 3.Rajesh Mishra- Director 4.Usman Fayaz- Director 5.Lynn Antoinette Desouza- Independent Director 6.Subramanian Madhavan -Independent Director		1.Ashish Malushte- Director 2.Ulhas Potnis- Director 3. Vishnu Patel- Director 4.Pankaj Madhani- Director		1.Raaja Kanwar- Director 2.Sanjay Gaikwad- Director 3.Kapil Agarwal- Director 4. Varun Laul- Director		1.Raaja Kanwar- Director 2.Kapil Agarwal- Director 3.Sanjay Gaikwad- Director 4.Lora Stylianou- Director 5. Varun Laul- Director	
Details regarding change in management control if any	NOT APPLICABLE									

UFO MOVIEZ INDIA LIMITED

For UFO Moviez India Limited

S. Chavan
Sameer Chavan
Company Secretary



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