

Date: July 26, 2016

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax: 022 – 2272 3121
BSE Scrip Code: 539141

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

Dear Sir / Ma'am,

Sub: Disclosure of events or information under Reg. 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Approval of scheme of merger between Company and its certain wholly owned subsidiaries.

The Board of Directors of the Company at its meeting held on July 26, 2016 has approved the scheme of merger of Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited and UFO International Limited (Transferor Company/ies) with the Company (Transferee Company).

The details as required under Reg. 30 are given hereinbelow:

Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<ol style="list-style-type: none"> 1. Southern Digital Screenz India Private Limited, Transferor Company (SDS) <i><u>Details as per last audited balance sheet as on March 31, 2016</u></i> <ol style="list-style-type: none"> a. Equity Share Paid-up Capital: Rs. 4,29,88,330/- b. Preference Share Paid-up capital: Rs.17,25,00,000/- c. Turnover: Rs.63,01,44,494/- 2. V N Films Private Limited, Transferor Company (VNFPL) <i><u>Details as per last audited balance sheet as on March 31, 2016</u></i> <ol style="list-style-type: none"> a. Equity Share Paid-up Capital: Rs. 1,00,000/- b. Turnover: Rs. 4,09,629/- 3. Edridge Limited., Cyprus Transferor Company (EL) <i><u>Details as per last audited balance sheet as on March 31, 2016</u></i> <ol style="list-style-type: none"> a. Equity Share Paid-up Capital: USD 11,61,972/- b. Turnover: Rs. NIL
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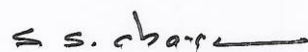
	<p>4. UFO International Limited, Transferor Company (UIL) <u>Details as per last audited balance sheet as on March 31, 2016</u></p> <p>a. Equity Share Paid-up Capital: USD 10,08,621/- b. Turnover: USD 50,000/-</p> <p>5. UFO Moviez India Limited, Transferee Company (UMIL) <u>Details as per last audited balance sheet as on March 31, 2016</u></p> <p>a. Equity Share Paid-up Capital: Rs. 27,49,93,760/- b. Turnover: Rs. 3,50,76,98,280/-</p>
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	All the transferor companies are wholly owned subsidiaries of the Company. Subsidiary company is a related party under Section 2 (76) of the Companies Act, 2013. The transaction is at arm's length.
Area of business of the entity(ies)	<p>SDS - Engaged in the business of providing digital cinema services.</p> <p>VNFPL - Engaged in the business of providing services with respect to Exhibition and Distribution of Movies</p> <p>EL - Engaged in the business of promoting, establishing, managing, administering and participating in the business, management and share capital or assets or otherwise of any company or other entity as a financing, holding or subsidiary company or as a shareholder.</p> <p>UIL - Engaged in the business of utilization of Digital Cinema Technology worldwide</p> <p>UMIL – Engaged in digital cinema services.</p>
Rationale for amalgamation/merger	<p>a) As noted above, 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>
In case of cash consideration – amount or otherwise share exchange ratio;	N.A.
Brief details of change in shareholding pattern (if any) of listed entity.	No Change in shareholding

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For UFO Moviez India Limited



Sameer Chavan
Company Secretary