

July 06, 2023

To,
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 539141

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor Plot no.C/1,
G Block, Sandra Kurla Complex,
Sandra (East), Mumbai 400 051
NSE Scrip Symbol: UFO

Dear Sir/ Ma'am,

Sub: Disclosure of events or information under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

Pursuant to Regulation 30 of the SEBI LODR Regulations, we hereby inform you that the board of directors of UFO Moviez India Limited ("**UFO**" or "**Company**") at its meeting held on July 06, 2023, has approved:

1. Scheme of Amalgamation of wholly owned subsidiaries (direct / step down) viz. Scrabble Entertainment Limited, Plexigo Entertainment Private Limited, Zinglin Media Private Limited, Scrabble Entertainment (Mauritius) Limited with the Company – UFO Moviez India Limited and its shareholders

The board of directors of the Company ("**Board**") at its meeting held on July 06, 2023 has approved scheme of amalgamation of wholly owned subsidiaries (direct / step down) viz. Scrabble Entertainment Limited ("**SEL**" or "**Transferor Company 1**"), Plexigo Entertainment Private Limited ("**PEPL**" or "**Transferor Company 2**"), Zinglin Media Private Limited ("**ZMPL**" or "**Transferor Company 3**") and Scrabble Entertainment (Mauritius) Limited ("**SEML**" or "**Transferor Company 4**") (together known as "**Transferor Companies**") with its holding company, ie, UFO Moviez India Limited ("**UFO**" or "**Transferee Company**") and its respective shareholders ("**Scheme**") under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 and Sections 261 to 264 and other applicable provisions of the Mauritius Companies Act, 2001, subject to requisite approvals.

The Scheme will be filed with the recognized stock exchanges as per the provisions of Regulation 37 of the SEBI LODR Regulations and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

2. Appointment of Mr. Raaja Kanwar as a Director in the category of Non – Executive Non-Independent Director of the Company

The Board at its meeting held on July 06, 2023, on the recommendation of its Nomination and Remuneration Committee, has approved the appointment of Mr. Raaja Kanwar as a director in the category of non – executive non-independent director with effect from July 06, 2023 to fill in the casual vacancy caused due to the resignation of Mr. Kapil Agarwal.

3. Execution of joint venture agreements each dated July 06, 2023 with Qube Cinema Technologies Private Limited (“Qube”) for undertaking the businesses of selling advertisement inventory and mastering of digital content, jointly by the Company and Qube

The Board at its meeting held on July 06, 2023 has approved execution, performance and delivery of joint venture agreements each dated July 06, 2023 by the Company, with Qube (collectively referred to as “JVAs”) to carry out the following businesses, subject to necessary approvals:

- (a) post-production processing, mastering of digital content including DCI, Non-DCI, premium large format content, OTT content mastering, restoration, high dynamic range (HDR) adaptation, cloning, content delivery and key delivery message management of digital content in DCI and Non-DCI formats (and providing ancillary services in relation thereto, such as content localization, subtitling, dubbing, audio-description, closed captioning and management / issuance of release hold letters) (“**Mastering Business**”); and
- (b) selling advertisement inventory on behalf of the Company and Qube, including on-screen and off-screen advertising, of DCI and non-DCI screens of the Company and Qube, as well as third parties, in India, including providing ancillary services in relation thereto (such as in-cinema and off-cinema advertising solutions and rural activation vertical of UFO having both LED and normal screens mounted on a vehicle (ie, Caravan Talkies)) (“**Advertisement Business**”) (jointly, “**Transaction**”).

To consummate the Transaction, the Board at its meeting held on July 06, 2023 has approved the Company to carry out the Mastering Business and Advertising Business (along with Qube) vide 2 (two) newly incorporated joint venture companies, under the names (a) Media Artists Private Limited; and (b) United Cine Media Private Limited or United Cinema Media Private Limited (jointly, “**Joint Venture Companies**”) or such other names as the Company and Qube may mutually decide for carrying the above mentioned businesses.

Further, the Board at its meeting held on July 06, 2023 has also called for an extra-ordinary general meeting of the members of the Company to seek approval for assigning the Company’s marketing rights (along with all necessary resources and personnel, as may be required), exclusively in favour of the joint venture company (that is proposed to undertake the Advertising Business).

The details required under Regulation 30 of the SEBI LODR Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 (“**SEBI Circular**”) and brief details of the aforesaid disclosures are enclosed herewith as **Annexures I, II and III**, respectively to this intimation.

Request you to take the above information on records.

Thanking you.

Yours faithfully,

For UFO Moviez India Limited

Ms. Kavita Thadeshwar
Company Secretary

ANNEXURE I

Information required under Regulation 30 of SEBI LODR Regulations read with the SEBI Circular:

Sr. No.	Particulars	Details
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p><u>Transferor Companies:</u></p> <p>i. Scrabble Entertainment Limited: Turnover – Rs. 2,738.59 lacs (as on March 31, 2023)</p> <p>ii. Plexigo Entertainment Private Limited: Turnover – Rs. 0.79 lacs (as on March 31, 2023)</p> <p>iii. Zinglin Media Private Limited: Turnover – Nil (as on March 31, 2023)</p> <p>iv. Scrabble Entertainment (Mauritius) Limited: Income – USD 1.42 mn (as on March 31, 2023)</p> <p><u>Transferee Company:</u></p> <p>v. UFO Moviez India Limited: Turnover – Rs. 27,937.61 lacs (as on March 31, 2023)</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	<p>SEL, PEPL, ZMPL and SEML are wholly owned subsidiaries (direct / step down) of UFO and therefore the proposed amalgamation is amongst related parties.</p> <p>The proposed amalgamation does not fall within purview of related party transaction in terms of Circular No. 30/2014 dated 17.07.2014 issued by Ministry of Corporate Affairs. Further, pursuant to Regulation 23(5) of the LODR Regulations, the related party provisions are not applicable to the proposed Scheme.</p>
3.	Area of business of the entity(ies);	<p>SEL is engaged in the business of providing digital cinema initiative (DCI) technology-based end to end Digital Cinema Solutions.</p> <p>PEPL is engaged in the business of technology support services in relation to digital entertainment, Pay-Per View Movies and Live Events Streaming and OTT Discovery for Movies</p>

		<p>and web services, video on-demand streaming Service, recommendation service and guide.</p> <p>ZMPL is engaged in the business of technology support services in relation to digital entertainment and media.</p> <p>SEML is an investment holding company holding investment in Scrabble Entertainment DMCC which conducts digital cinema deployment business in middle east region.</p> <p>UFO is India's largest in-cinema advertising platform and is the first one, to enable cinema digitization with satellite technology in India. It is the end to end service provider for all DCI and non-DCI related cinema solutions.</p>
4.	Rationale for amalgamation/merger	<p>The Proposed Scheme of Amalgamation would inter alia have the following benefits:</p> <p>(a) The Transferor Companies are wholly owned subsidiaries (direct / step down) of the Transferee Company.</p> <p>(b) The Transferor Company 1 was primarily focused on deployment of DCI technology compliant Digital Cinema Systems in premium cinema screens across India including Hollywood studios. This enabled the Transferor Company 1 to receive payment of virtual print fees (VPF) under certain arrangements. The Transferor Company 1 has completed its contractual period of receiving VPF and some of these screens were transferred to the exhibitors as per the arrangement. The business operations of balance screens of the Transferor Company 1 are similar to the operations of the Transferee Company and the proposed merger will fetch synergetic benefits once the theater networks of the Transferor Company 1 and the Transferee Company are merged and consolidated under one roof.</p> <p>(c) The Transferor Company 2 and the Transferor Company 3 are not of a significant size and therefore consolidation with the Transferee</p>

		<p>Company will result into decrease in the administration costs associated with day-to-day operations. Further, merger of Transferor Company 4, being an investment holding company, would result into simplification of corporate structure.</p> <p>(d) The amalgamation of the Transferor Companies with the Transferee Company will lead to better business synergies, improved overall operational efficiencies and cost savings.</p> <p>(e) The amalgamation will also result in reduction in legal and regulatory compliances that are currently carried out by multiple entities.</p> <p>(f) The proposed amalgamation will reduce number of legal entities.</p> <p>(g) The proposed amalgamation will reduce managerial overlaps, which are necessarily involved in running multiple entities.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio;	Not applicable. As SEL, PEPL, ZMPL and SEML are wholly owned subsidiaries (direct / step down) of UFO, no shares will be issued in consideration of the merger.
6.	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of the Transferee Company as no shares are being issued pursuant to the merger.

ANNEXURE II

Information required under Regulation 30 of SEBI LODR Regulations read with the SEBI Circular:

Sr. No.	Particulars	Information
1.	Name of Director	Mr. Raaja Kanwar
2.	Reasons for change viz., appointment, resignation, removal, death or otherwise;	Appointment in the casual vacancy caused due to the resignation of Mr. Kapil Agarwal
3.	Date of appointment & term of appointment	Date of Appointment: July 06, 2023 Term of Appointment: Appointed as non – executive non – independent director liable to retire by rotation. The appointment shall be approved at the ensuing annual general meeting of the Company.
4.	Brief profile (in case of appointment)	Attached as Annexure II-A
5.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Raaja Kanwar is not related to any of the directors of the Company.
6.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Mr. Raaja Kanwar is not debarred from holding the office of director pursuant to any order of SEBI or any such authority.

ANNEXURE II-A



Mr. Raaja Kanwar founded Apollo International Limited (AIL) in 1994 to fulfil the stated aim of 'Delivering Sustainable Value Creation'. Present in over 45 countries, AIL is a global business conglomerate that operates in diverse business fields like engineering and infrastructure projects; automotive; logistics and supply chain; fashion. Today, leading companies across the globe trust AIL for its unmatched business expertise and high standards of business ethics. Anchored by an extraordinary force of over 17,500 employees worldwide, AIL businesses are strongly driven by customer-centricity and innovation.

Mr. Kanwar is a member of several prestigious organizations. He has played a key role in the evolution of digital cinema in India. In 2006, the then Hon`ble Prime Minister of India, Dr. Manmohan Singh formally recognized Mr. Kanwar's contribution to the industry. In 2017-18 and 2018-19, URS Media & AsiaOne Magazine Asia & GCC featured Mr. Kanwar in their World's Greatest Leaders edition.

Mr. Kanwar has a vision of "Nurturing Entrepreneurs through Partnership". He is not deterred with challenges and it is this quality of his that made him choose Apollo Group's diversification plans instead of his natural progression into the tyre business.

A management degree holder from Drexel University, USA, Mr. Kanwar is an avid fitness enthusiast. He is a keen investor in start-ups that work on ideas and technologies that hold the promise to make the world a better place for the next generation.

ANNEXURE III

Information on the JVs entered into by the Company as required under Regulation 30 of SEBI LODR Regulations read with the SEBI Circular:

Sr. No	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered;	The JVs have been entered into between the Company and Qube Cinema Technologies Private Limited, to carry out the Mastering Business and Advertisement Business, by incorporating the Joint Venture Companies to carry out the foregoing businesses, respectively.
2.	Purpose of entering into the agreement;	<p>The JVs have been executed to create joint ventures in India for carrying out the Mastering Business and Advertisement Business.</p> <p>The Company and Qube are entering into these JVs to combine their resources and infrastructure with an overall view of increasing the efficiency and the business of both parties.</p>
3.	Shareholding, if any, in the entity with whom the agreement is executed;	None. UFO does not and will not (pursuant to the Transaction) hold any shareholding in Qube.
4.	Significant terms of the agreement (in brief) / special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	<p>The significant terms under the JVs are as follows:</p> <p>(a) Appointment of nominee directors: The Company and Qube have the right to appoint 2 (two) nominee directors each, to the boards of the Joint Venture Companies. Should UFO or Qube's shareholding in the Joint Venture Companies fall below 15% of the total share capital of the relevant company, UFO / Qube (as applicable) will lose the right to appoint any director on the board of such joint venture company.</p>

		<p>(b) <u>First right of subscription to shares:</u> Pursuant to the JVAs, the Company and Qube have the first right to subscribe to any further capital being issued by the Joint Venture Companies, in proportion to their then respective shareholding (on a fully diluted basis).</p> <p>(c) <u>Lock in:</u> Till the expiry of a period of 5 (five) years from July 06, 2023, neither UFO nor Qube is permitted to transfer any securities held by it in the Joint Venture Companies to any person, except to its respective affiliate(s).</p> <p>(d) <u>Right of first refusal:</u> In the event UFO or Qube proposes to transfer its securities to any third party, such securities are required to be offered to the other joint venture partner first (ie, in case of Qube offering such securities to any third party, it shall be offered to UFO first and vice versa).</p> <p>(e) <u>Tag along right:</u> Each UFO and Qube has the right to tag along with the other, in case of sale of its securities.</p> <p>(f) <u>Reserved matters:</u> Both UFO and Qube have <i>inter alia</i> the following veto rights in relation to the Joint Venture Companies: (i) any corporate restructuring or reorganization / amalgamation, (ii) creation / acquisition of shareholding and/or interest in any instruments, (iii) altering the share capital, (iv) initial public offer of the securities, (v) appointment or removal of key managerial personnel or heads of any department, and (vi) declaration or payment of dividends.</p>
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		(g) Event of default: In case of occurrence of an event of default under the JVAs, the non-defaulting party has the option to acquire all the shares of the defaulting party, in accordance with the terms of the JVAs and accordingly terminate the JVAs.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No. Qube is not related to any promoter / promoter group / group companies of UFO.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	The execution of the JVAs is not a related party transaction as UFO and Qube are not related parties (with respect to each other). However, certain ancillary agreements which will be executed pursuant to the JVAs, including business transfer agreements and service level agreements, by and among the Joint Venture Companies, Qube, UFO and UFO’s subsidiaries (as relevant) may fall under the ambit of related party transactions. These transactions, at all times, will be on an arm’s length basis.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	While the Company is not issuing any shares to the other parties, the Company will be subscribing to the shares of the Joint Venture Companies (at the time of their incorporation) such that the shareholding of UFO and Qube in the Joint Venture Companies will be in the ratio of 50:50. As the Joint Venture Companies are yet to be incorporated, equity shares at the time of incorporation, of each joint venture company will be issued to UFO and Qube at a face value of INR 10 (Indian Rupees Ten) each.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	While the Transaction shall not result in change in the constitution of the Board, Mr Sanjay Gaikwad and Mr Rajesh Mishra (directors on the Board) are proposed to be the nominee directors of UFO on the boards of

		the Joint Venture Companies. However, this shall not result in any conflict of interest.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (i) Name of parties to the agreement; (ii) Nature of the agreement; (iii) Date of execution of the agreement; (iv) Details of amendment and impact thereof or reasons of termination and impact thereof	Not applicable.