Annexure - 10

S.R. BATLIBOI & CO. LLP
Chartered Accountants

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29 Senapati Bapat Marg
Dadar (West)
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Independent Auditor's Report on Computation of Minimum Price for the proposed Preferential Allotment of equity shares in accordance with Regulation 70(1)(b) read with Regulation 76(1) of the Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 (as amended) and SEBI Circular CFD/DIL3/CIR/2017/26 dated March 23, 2017

November 22, 2017

To
The Board of Directors
UFO Moviez India Limited
Valuable Techno Park
Plot No. 53/1 Road No.7
Marol, MIDC
Andheri (East)
Mumbai – 400 093

1. This Certificate is issued in accordance with the terms of the Master Engagement Agreement (the "MEA") dated February 06, 2015 and the Service scope letter (the "SSL") dated November 03, 2017 which serves as an addendum to the MEA. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

2. UFO Movies India Limited ("the Company" or "UFO") has requested us to issue certificate in connection with the allotment of equity shares to shareholders of Qube Digital Cinema Private Limited ("QDCPL"), pursuant to the proposed "Composite Scheme of Arrangement and Amalgamation" between UFO and QDCPL and Qube Cinema Technologies Private Limited and Moviebuff Private Limited and PJSA Technosoft Private Limited, their respective shareholders and creditors under sections 230 to 232 and other relevant provisions of the Companies Act, 2013 (the "Act") (the "Proposed Scheme") on the accompanying 'Statement of Computation of Minimum Price for the proposed allotment' ("the Statement") in accordance with Regulation 70(1)(b) read with Regulation 76(1) of the Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 (as amended) and SEBI Circular CFD/DIL3/CIR/2017/26 dated March 23, 2017 ("SEBI ICDR Regulations").

3. The accompanying Statement has been prepared by management of the Company for obtaining approval under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. We have initialed the Statement for identification purposes only.

Management's Responsibility

4. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Management is also responsible for ensuring that the Company complies with the requirements of the SEBI ICDR Regulations.

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Auditor's Responsibility

6. The Company is required to submit a pricing certificate as per Chapter VII of the SEBI ICDR Regulations for obtaining approval under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Accordingly, it is our responsibility to provide a reasonable assurance in the form of an opinion; whether the minimum price, as detailed in the Statement, for the proposed issue of the aforesaid security by the Company is in accordance with the SEBI ICDR Regulations.

7. We conducted our examination in accordance with the Revised Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. In addition to the foregoing, our scope of work did not include verification of compliance with other requirements of the SEBI ICDR Regulations, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company, taken as a whole.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

10. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the reporting criteria. Accordingly, we have performed the following procedures in relation to the Statement:

    i. Obtained and read certified true copy of minutes of the meeting of the Board of Directors held on November 01, 2017 and noted that the Company has determined November 01, 2017 as the 'Relevant Date' as per provisions of SEBI ICDR Regulations.

    ii. Obtained and reviewed the Company's analysis of the stock exchange to be considered to determine the volume weighted average prices in the Statement. Verified the volume of turnover on National Stock Exchange ('NSE') and Bombay Stock Exchange ('BSE') from data downloaded from NSE and BSE website. We noted that the Company had identified the NSE as the recognized stock exchange for the determination of the volume weighted average price based on the volume traded therein.

    iii. Reviewed the computation of the minimum issue price determined by management, which is the higher of the following:

        (a) The average of the weekly high and low of the volume weighted average price of the Company quoted on the NSE during the twenty six weeks preceding the 'Relevant Date' i.e. period from May 03, 2017 to October 31, 2017, based on the data obtained from the official NSE website, is Rs. 388.99 as given in the Statement:

        (b) The average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the NSE during the two weeks preceding the 'Relevant Date' i.e. period from October 18, 2017 to October 31, 2017, based on the data obtained from the official NSE website, is Rs. 400.13 as given in the Statement:

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iv. Downloaded the data, of weekly high and low of the closing prices and volume of equity shares of the Company from official National Stock Exchange ('NSE') website and Bombay Stock Exchange ('BSE') website and re-computed the average of weekly high and low of the volume weighted average price on NSE as detailed in point (ii) and (iii) above.

v. Checked the arithmetical accuracy of the average prices detailed in the Statement.

vi. Performed necessary enquiries and obtained necessary representations from management confirming compliance with the requirements of continuous listing of equity shares as specified in the listing agreement and other necessary representations relevant to the proposed issue;

Opinion

11. Based on the procedures performed by us as above, and the information and explanations given to us, in our opinion, the minimum price of Rs. 400.13 per share for the proposed allotment, as computed by the management in the attached Statement, has been computed in accordance with SEBI ICDR Regulations.

Restriction on use

12. This report is intended solely for the use of the management of the Company for the purpose of submission to the government regulatory authorities including Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Securities Exchange Board of Board of India, Registrar of Companies (if required) in connection with the proposed allotment of equity shares by the Company to shareholders of QDCPL pursuant to the Proposed Scheme under SEBI ICDR Regulations and is not to be used for any marketing, sale or any other offer of securities or referred to any other purpose of distributed to any other person without our prior consent

13. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

per Amit Majmudar
Partner
Membership No.: 36656

Place: Mumbai
Date: November 22, 2017

UFO
digital cinema

UFO Moviez India Limited
Statement of Computation of Minimum Price for the proposed allotment

1] Volume of turnover of the equity shares of UFO Moviez India Ltd ON Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) during the last twenty six weeks preceding the relevant date (considering relevant date as 1-Nov-2017)

Weeks	From	To	Total Turnover on NSE	Total Turnover on BSE
1	3-May-17	9-May-17	220,992,940	40,620,270
2	10-May-17	16-May-17	121,654,738	25,394,553
3	17-May-17	23-May-17	160,048,447	31,909,641
4	24-May-17	30-May-17	150,781,284	28,949,371
5	31-May-17	6-Jun-17	100,377,607	17,528,915
6	7-Jun-17	13-Jun-17	287,513,411	168,077,528
7	14-Jun-17	20-Jun-17	204,085,396	56,315,442
8	21-Jun-17	27-Jun-17	68,074,039	16,602,441
9	28-Jun-17	4-Jul-17	68,436,623	20,289,372
10	5-Jul-17	11-Jul-17	142,662,541	27,322,257
11	12-Jul-17	18-Jul-17	66,689,515	22,302,166
12	19-Jul-17	25-Jul-17	65,896,130	15,498,063
13	26-Jul-17	1-Aug-17	59,956,255	11,847,703
14	2-Aug-17	8-Aug-17	64,691,653	10,032,904
15	9-Aug-17	15-Aug-17	113,414,907	13,641,616
16	16-Aug-17	22-Aug-17	49,793,019	14,235,851
17	23-Aug-17	29-Aug-17	42,200,481	4,312,572
18	30-Aug-17	5-Sep-17	74,204,668	10,423,185
19	6-Sep-17	12-Sep-17	332,716,934	33,591,342
20	13-Sep-17	19-Sep-17	117,221,154	10,489,157
21	20-Sep-17	26-Sep-17	97,732,944	6,740,274
22	27-Sep-17	3-Oct-17	31,889,520	11,058,265
23	4-Oct-17	10-Oct-17	44,277,088	4,366,179
24	11-Oct-17	17-Oct-17	91,561,967	10,818,252
25	18-Oct-17	24-Oct-17	55,210,020	10,349,221
26	25-Oct-17	31-Oct-17	210,489,859	26,772,071
		Total	**3,042,573,140**	**649,488,611**

Higher turnover in the twenty six weeks preceding the relevant date is in the National Stock Exchange.

2] Computation of the minimum issue price

A] Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of UFO Moviez India Ltd quoted on the National Stock Exchange during the last twenty six weeks preceding the relevant date (considering relevant date as 1-Nov-2017)

Weeks	From	To	High	Low	Average
1	3-May-17	9-May-17	444.55	435.07	439.81
2	10-May-17	16-May-17	441.21	432.44	436.83

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3	17-May-17	23-May-17	441.47	400.47	420.97
4	24-May-17	30-May-17	388.55	374.87	381.71
5	31-May-17	6-Jun-17	380.98	377.61	379.29
6	7-Jun-17	13-Jun-17	400.21	380.04	390.12
7	14-Jun-17	20-Jun-17	426.48	414.18	420.33
8	21-Jun-17	27-Jun-17	415.35	400.16	407.75
9	28-Jun-17	4-Jul-17	395.73	389.30	392.51
10	5-Jul-17	11-Jul-17	400.22	385.70	392.96
11	12-Jul-17	18-Jul-17	394.63	389.70	392.17
12	19-Jul-17	25-Jul-17	397.12	388.77	392.94
13	26-Jul-17	1-Aug-17	386.83	375.82	381.32
14	2-Aug-17	8-Aug-17	372.14	365.44	368.79
15	9-Aug-17	15-Aug-17	357.29	326.21	341.75
16	16-Aug-17	22-Aug-17	347.08	337.29	342.19
17	23-Aug-17	29-Aug-17	345.41	340.00	342.70
18	30-Aug-17	5-Sep-17	375.92	356.69	366.31
19	6-Sep-17	12-Sep-17	407.67	377.78	392.73
20	13-Sep-17	19-Sep-17	404.07	397.04	400.56
21	20-Sep-17	26-Sep-17	399.25	376.31	387.78
22	27-Sep-17	3-Oct-17	390.73	384.65	387.69
23	4-Oct-17	10-Oct-17	392.29	378.66	385.48
24	11-Oct-17	17-Oct-17	377.03	360.27	368.65
25	18-Oct-17	24-Oct-17	395.37	385.12	390.25
26	25-Oct-17	31-Oct-17	429.07	390.93	410.00
			Average Price		**388.99**

B] Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of UFO Moviez India Ltd. quoted on the National Stock Exchange during the last two weeks preceding the relevant date (considering relevant date as 1-Nov-2017)

Weeks	From	To	High	Low	Average
1	18-Oct-17	24-Oct-17	395.37	385.12	390.25
2	25-Oct-17	31-Oct-17	429.07	390.93	410.00
			Average Price		**400.13**

A] Average of 26 weeks high low of the VWAP	388.99
B] Average of 2 weeks high low of the VWAP	400.13
Applicable Minimum Price (Higher of the A or B)	**400.13**

For UFO Moviez India Limited

S. Sachar

Authorised Signatory

SIGNED FOR IDENTIFICATION BY Amajmmday
S. R. BATLIBOI & ASSOCIATES LLP
MUMBAI

Annexure -11

Private & Confidential

This Disclosure Document consists of 7 printed pages
November 24, 2017
For shareholders of UFO Moviez India Limited only

FOR PRIVATE CIRCULATION TO THE SHAREHOLDERS OF UFO MOVIEZ INDIA LIMITED ONLY

QUBE DIGITAL CINEMA PRIVATE LIMITED

Please see below the applicable information pertaining to Qube Digital Cinema Private Limited in accordance with circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017, issued by the Securities and Exchange Board of India ("**SEBI**").

Qube Digital Cinema Private Limited was incorporated on October 11, 2017 as a private limited company

Registered and corporate office: 42, Dr. Ranga Road, Mylapore, Chennai 600 004, India.
Telephone: 044- 42041505; **Fax:** 044-43488881; **Email:** Senthil@qubecinema.com;
Website: www.qubecinema.com
Contact Person – Mr. Senthil Kumar
Telephone: 044- 42041505; **Fax:** 044-43488881; **Email**: Senthil@qubecinema.com
CIN: U93000TN2017PTC119019

In the nature of a Disclosure Document containing salient features of the scheme of amalgamation and arrangement inter alia between UFO Moviez India Limited (hereinafter referred to as the "**Issuing Company**" or "**UFO**") and Qube Digital Cinema Private Limited ("**QDCPL**") and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder and also read with Section 2(1B) and other relevant provisions of the Income-Tax Act, 1961 in connection with the merger of QDCPL into UFO (hereinafter referred to as the "**Scheme**"). This Disclosure Document discloses applicable information of the unlisted entity, i.e. QDCPL, in compliance with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (the "**SEBI Circular**") relating to the Scheme.

PROMOTERS OF QDCPL

V. Senthil Kumar and Vandana Gopikumar are the promoters of QDCPL. Post the Scheme being effective, the existing promoters of UFO would continue to be the promoters of UFO and the promoters of QDCPL will not be classified as promoters of UFO.

SCHEME DETAILS AND LISTING

The salient features of the Scheme are as follows:

1. The Scheme provides for the following:

(a) Demerger of the entire business of Qube Cinema Technologies Private Limited ("**QCTPL**") except business relating to certain identified contracts with overseas studios into QDCPL on a going concern basis ("**Demerged Business**") and the issuance of equity shares by QDCPL to the shareholders of QCTPL ("**Ruby Demerger**");

(b) Amalgamation of Moviebuff Private Limited ("**MPL**") into QDCPL and the issuance of equity shares by QDCPL to the shareholders of MPL and consequent dissolution of MPL without winding up ("**MPL Merger**");

(c) Upon the completion of the actions set out in (a) and (b) above, specific existing non-promoter shareholders of QCTPL, who no longer wish to participate in the demerged undertaking of QDCPL, to sell their holding in QDCPL aggregating to 53.20% of the share capital of QDCPL to UFO and India Advantage Fund S4 I, a fund managed by ICICI Venture Funds Management Company Limited;

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For UFO Moviez India Limited

Company Secretary

(d) Amalgamation of QDCPL into UFO and the issuance of equity shares by UFO to the shareholders of QDCPL and consequent dissolution of QDCPL without winding up ("**QDCPL Merger**"), pursuant to the transfer of the shares of QDCPL (as set out in (c) above); and

(e) Slump Sale of the business relating to certain new software, technologies and processes of QCTPL which are currently in the process of commercialization from UFO (post transfer to UFO pursuant to the QDCPL Merger) into PJSA Technosoft Private Limited ("**PJSA**"), a wholly owned subsidiary of UFO, and payment of a lump sum consideration by PJSA to UFO ("**Slump Sale**").

2. As consideration for the QDCPL Merger, shareholders of QDCPL (except UFO) shall be issued 13 equity shares of INR 10 each of UFO for every 17 equity shares of INR 10 each held by such equity shareholder in QDCPL (as on the record date fixed under the Scheme). UFO shall grant 13 employee stock options to the employees of QDCPL for every 17 employee stock option of QDCPL held by such employees. As consideration for the Slump Sale, PJSA shall pay UFO an aggregate lump sum amount of Rs. 235,000,000, subject to adjustments. The consideration shall be discharged by PJSA by issuing equity shares of INR 10 to UFO.

3. The Scheme is subject to the approvals and sanctions as mentioned in the Scheme.

Pursuant to the Scheme, there is no issue of equity shares by UFO to the public at large except to the shareholders of QDCPL. The equity shares so issued by UFO will be listed on the Stock Exchanges under Regulation 19 of Securities Contracts (Regulation) Rules, 1957, as amended.

ELIGIBILITY

- In compliance with the SEBI Circular and subsequent SEBI circular no. CFD/DIL3/CIR/2017/26 dated March 23, 2017 and in accordance with the disclosure rules for an abridged prospectus format as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "**SEBI Regulations**"), to the extent applicable;
- The equity shares sought to be listed are proposed to be allotted by the Issuing Company to the holders of securities of unlisted entities pursuant to a Scheme to be sanctioned by NCLT (Mumbai and Chennai benches) under sections 230 to 232 of the Companies Act, 2013;
- The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity in the post scheme shareholding pattern of the merged company shall not be less than 25%.

INDICATIVE TIMELINE

This Disclosure Document is filed pursuant to the Scheme, and is not an offer to the public. Given that the Scheme requires approvals of various regulatory authorities, including and primarily, the NCLT, the exact time frame cannot be established with certainty.

COMPANY'S ABSOLUTE RESPONSIBILITY

QDCPL, having made all reasonable inquiries, accepts responsibility for and confirms that the Disclosure Document contains all information with regard to QDCPL and this Scheme, which is material in the context of this Scheme, that the information contained in the Disclosure Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which will make the Disclosure Document as a whole, or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

UFO MOVIEZ INDIA LIMITED

Name of Merchant Banker and contact details	Name of Statutory auditor and contact details
AXIS CAPITAL **Axis Capital Limited.** Address: 1st Floor, Axis House, C-2, Wadia International Centre P. B. Marg, Worli Mumbai 400 025 Contact Person: Mr. Ankit Bhatia Telephone: +91 22 4325 2183 Fax: +91 22 4325 3000E-mail: ufo@axiscap.in Website: www.axiscapital.co.in SEBI Registration Number: MB/INM000012029	**Abhay U Jain & Associates** Address: 164, Linghi Chetty Street, Singapore Plaza, 2nd Floor, Parrys, Chennai – 600 001 Telephone: 044-42620512 Fax: 044-4260090 Registration number: 11045S Email:caakjain@gmail.com

PROMOTERS OF QDCPL

V. Senthil Kumar and Vandana Gopikumar are the promoters of QDCPL.

V. Senthil Kumar has over 30 years of experience in technology in the film, audio and video domains. He established Media Artists in 1986 which is a former division of QCTPL and a state of the art recording and audio post production studio. He is the co-founder of QCTPL and director in MPL and QDCPL. He has completed his bachelor of engineering in computer science.

Vandana Gopikumar is the co-founder of The Banyan and BALM (The Banyan Academy of Leadership in Mental Health). She is a professor in the Integrated Social Work Practice at Tata Institute of Social Sciences. She has completed her doctorate of philosophy (Ph.D) in mental health, poverty and homelessness, masters in social work and B.A. in English literature. She has an experience of around 24 years.

There are no listed group companies of QDCPL as per the SEBI (ICDR) Regulations, 2009.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

The Memorandum of Association of QDCPL authorizes it to undertake the following activities:

1. Production, distribution, exhibition and exploitation of educational, industrial, motivational, sports, documentary, advertisement and feature films, tele-films, animation films, cartoon films, electronic-cinema, entertainment through music/dance/drama/movie/TV/other media, television serials, features and programmes and video and radio spots and programmes.
2. To buy, manufacture, assemble, produce and market educational, commercial, audio, visual, audio-visual electronic systems and aids. To carry on research and development work in the field of audio visual and film support solutions, electronic systems, computer graphics, information storage and retrieval systems and create special effects modules for motion picture, television and entertainment industry.
3. To buy, produce, distribute, market, sell and lease educational, industrial, advertisement and feature films and video in all formats.
4. To act as consultants, technical advisers, surveyors and in any other professional capacity in

UFO MOVIEZ INDIA LIMITED

respect of the business carried on by QDCPL.

5. To carry on the business of manufacturers, buyers, sellers, assemblers, dealers, distributors, importers, exporters, designers, developers and manufacturers of specialized and any other varieties of computers and electronic equipments. To buy, sell, manufacture, assemble, import, export, distribute, service, repair, deal in, trade, develop, apply for patents, lease out, act as agents in all or any of the following: electronics equipments, computers micro processor based systems, computer components and computers peripherals including printers, key boards, visual display units (VDUs), magnetic and optical encoders and magnetic and optical character and code reading systems and such other hardware developments that may come into existence from time to time.
6. To undertake the designing and development of systems and applications software either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for or on behalf of manufacturers, owners and users of computer systems and digital / electronic equipments in India or elsewhere in the world.

As on the date of this notice, QDCPL does not carry on any business activity. Pursuant to the Scheme becoming effective, it will be engaged in the demerged business of QCTPL and the amalgamated business of MPL, *i.e.* inter alia the business of providing solutions and services for the media and entertainment domain, with a dominant focus on digital cinema.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience
1.	V. Senthil Kumar	Non-Executive Director	V. Senthil Kumar has around 30 years of Experience and had set up Media Artists Film and Video-Production Centre in Chennai in 1986 which is a former division of QCTPL and a state of the art recording and audio post production studio. He is the co-founder of QCTPL and director in MPL. He has completed his bachelor of engineering in computer science. He currently works on strategy and product development for QCTPL.
2.	Vandana Gopikumar	Non-Executive Director	Vandana Gopikumar is the co-founder of The Banyan and BALM (The Banyan Academy of Leadership in Mental Health). She is a professor in the Integrated Social Work Practice at Tata Institute of Social Sciences . She has completed her doctorate of philosophy (Ph.D) in mental health, poverty, homelessness, masters in social work, medical and psychiatric social work and B.A. in English literature. She has an experience of around 24 years. She is also a director in MPL and Digital Film Technologies Private Limited.
3.	Harsh Krishna Rohatgi	Additional Non-Executive Director	Harsh Krishna Rohatgi's expertise lies in the domains of broadcast and digital media, business strategy and marketing, and his expertise spreads across programming, business operations, revenue

UFO MOVIEZ INDIA LIMITED

			management and general management in the broadcast industry. He has completed his B.A. (Hons) in economics and post graduate diploma in management. He has been associated with QCTPL for the last 5 years and at QCTPL he spearheads the national digital cinema roll out initiatives. His mandate also includes assisting the company in evolving business ideas and strategies for newer service offerings. He is currently designated as the chief operating officer of QCTPL. He is also a director in Homeveda Media Labs Pvt. Ltd. and MPL.

OBJECTS OF THE ISSUE

To amalgamate with a listed company

The object is to amalgamate QDCPL into UFO as a result of which, shareholders of QDCPL shall directly hold equity shares in UFO.

QCTPL and UFO are engaged in similar businesses. Under the Scheme, the entire business of QCTPL excluding certain contracts shall be demerged into QDCPL, a company owned by one of the promoters of QCTPL and his relative. Considering the existing entertainment and advertising market dynamics in India and global markets and growth opportunities thereof, the proposed consolidation of the business of QDCPL (pursuant to the QCTPL Demerger and MPL Merger) with UFO will lead to robust growth opportunities in India and globally. The amalgamation of QDCPL into UFO would inter alia have the following benefits: (a) housing of all the complementary technologies in UFO and UFO being in a position to offer its clients a comprehensive bouquet of services; (b) provision of better and more efficient services to all the stakeholders in the industry; (c) substantial growth of the advertising business of UFO; and (d) synergy of operations and benefit of scale since duplication of administrative efforts and legal and regulatory compliances would be unified.

SHAREHOLDING PATTERN OF QDCPL AS ON NOVEMBER 24, 2017 IS AS FOLLOWS:

Sr. No.	Particulars	No. of Equity Shares prior to Scheme becoming effective	% holding	No. of Equity Shares post Scheme becoming effective	% holding
1	V. Senthil Kumar	5,000	50%	N.A.	N.A.
2	Vandana Gopikumar	5,000	50%	N.A.	N.A.
	Total	**10,000**	**100.00%**	N.A.	N.A.

Post-merger QDCPL will cease to exist.

UFO MOVIEZ INDIA LIMITED

AUDITED FINANCIALS

(in INR million unless stated otherwise)

Particulars	Latest stub period - October 11, 2017 to October 31, 2017
Total income from operations (net)	-
Net Profit / (Loss) before tax and extraordinary items	-5895
Net Profit / (Loss) after tax and extraordinary items	-5895
Equity Share Capital	100,000
Reserves and Surplus	-5895
Net Worth	94,105
Basic Earnings Per Share (in INR)	(0.59)
Diluted Earnings Per Share (in INR)	(0.59)
Return on Net Worth (%)	-6.26%
Net Asset Value Per Share (in INR)	9.41

Authorized	Issued / Subscribed / Paid-up capital
10,000 Equity Shares of Rs. 10 each	10,000 Equity Shares of Rs. 10 each fully paid up

INTERNAL RISK FACTOR

The Scheme is subject to approval of (i) shareholders of UFO, QDCPL, MPL, QCTPL and PJSA; (ii) sanction by the National Company Law Tribunal, Mumbai and Chennai bench in accordance with Section 230-232 of the Companies Act, 2013and (iii) in-principle and final approvals from the Stock Exchanges for listing and trading of equity shares. In case any of these required approvals or sanctions are not received, the Scheme will not be completed.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. **Total number of outstanding litigations against QDCPL and amount involved** — None.

B. **Brief details of top 5 material outstanding litigations against QDCPL and amount involved:**

UFO MOVIEZ INDIA LIMITED

Sr. No	Brief Particulars	Litigation filed by	Current Status	Amount Involved (in INR million)
	N.A.	N.A.	N.A.	N.A.

C. **Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in the last five financial years including outstanding action, if any:** None.

D. **Brief details of outstanding criminal proceedings against Promoter:** None

DECLARATION BY THE COMPANY
We hereby declare that all the relevant applicable provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Disclosure Document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Disclosure Document are true and correct. Place: Mumbai Date: November 24, 2017

UFO MOVIEZ INDIA LIMITED