

Certificate

July 26, 2016

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

Dear Sirs,

1. We have examined the proposed “Scheme of Arrangement” involving amalgamation of Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited and UFO International Limited (“Transferor Companies”) with UFO Moviez India Limited (“Transferee Company”) 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 (the “Proposed Scheme”), approved by the Board of Directors of the Company on July 26, 2016, for the purpose of certifying the accompanying undertaking (“the Undertaking”) in relation to non-applicability of paragraph 1.A.9(a) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (“the Circular”), prepared by the Company and duly stamped and initialed by us for identification purpose.
2. The accompanying Undertaking is the responsibility of the Company’s management including creation and maintenance of all accounting and other records supporting the contents of the Proposed Scheme. The Management is also responsible for ensuring that the Company complies with the requirements of the Circular, the Companies Act, 1956 and the Companies Act, 2013 in relation to the Proposed Scheme and for providing all the information to the Securities Exchange Board of India, BSE Limited and National Stock Exchange of India Limited.
3. Our responsibility is to perform the procedures mentioned in paragraph 4 below, on the Undertaking, and report our findings. We performed the above mentioned procedures in accordance with the requirements of the Guidance Note on Audit Reports and Certificates Issued for Special Purposes issued by the Institute of Chartered Accountant of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the aforesaid arrangement/ scheme other than the matters referred to in the certificate.
4. We performed the following procedures in relation to the Statement:
 - a. We have verified certified true copy of Investment register of the Company as on July 25, 2016
 - b. We have obtained and read the ledger accounts of Investment in respective subsidiary of the Company for the period from April 2006 to July 25, 2016
 - c. We have verified the share purchase agreement, remittance advice for payment of purchase consideration, share certificates, where applicable and verified certified true copy of board resolution for investment in the subsidiaries.




S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

5. Based on the procedures performed by us in paragraph 4 above, and on the basis of the verification of the undertaking given by the Company and according to the information, explanations and specific representations received by us from the management, we certify that the conditions prescribed in paragraph 1.A.9(a) of the Circular are not applicable to the Proposed Scheme based on the following grounds:
- The arrangement does not envisage any issue of shares to Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the Company;
 - The Proposed Scheme involves merger of direct / indirect wholly owned subsidiaries of the Company, and does not involve any entity involving Promoter / Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the Company;
 - The Company has not acquired equity shares of the Transferor Companies, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company.
6. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the BSE Limited, The National Stock Exchange of India Ltd and Securities Exchange Board of India in terms of paragraph 1.A.9(c) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

Govind Ahuja
Partner
Membership No.: 48966



Place: Mumbai

UNDERTAKING IN RELATION TO NON APPLICABILITY OF PARAGRAPH 1.A.9.(a) OF ANNEXURE I OF CIRCULAR BEARING NUMBER CIR/CFD/CMD/16/2015 DATED 30TH NOVEMBER, 2015 ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA

This is with reference to the proposed amalgamation of Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited and UFO International Limited (collectively referred to as the "Transferor Companies") direct/ indirect wholly owned subsidiaries of UFO Moviez India Limited ("UMIL" or "Company") with the Company in terms of a Scheme of Arrangement involving amalgamation of the Transferor Companies with the Company under the provisions of 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, if any, of Companies Act, 1956/ Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof) ("Scheme").

Capitalized terms appearing herein, unless expressly stated, shall have the meaning ascribed to them in SEBI's Circular bearing number CIR/CFD/CMD/16/2015 dated 30th November, 2015 ("SEBI Circular") or applicable SEBI regulations.

Accordingly, in connection with the Scheme, the Company hereby undertakes/ confirms/ states that the requirement of Para 1.A.9.(a) of Annexure I of SEBI Circular pertaining to voting by public shareholders through postal ballot and e-voting are not applicable to the Company, for the following reasons:

1. Where additional shares have been allotted to Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the listed company.

Reason for non-applicability:

Upon the proposed Scheme becoming effective, no shares of the Company will be allotted/ issued as a result of amalgamation of Transferor Companies with the Company, since the Transferor Companies are direct / indirect wholly owned subsidiaries of the Company as on the date of board approval. Therefore, the question of issuing additional shares to Promoter/Promoter Group, Related Parties of the Promoter/Promoter Group, Associates of Promoter/Promoter Group or Subsidiary/(s) of Promoter/Promoter Group of the Company does not arise.

2. Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group.

Reason for non-applicability:

The proposed Scheme involves merger of the Transferor Companies, which are direct/indirect wholly owned subsidiaries of the Company, with the Company. The proposed Scheme does not involve Promoter/Promoter Group of the Company or Associates of



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Promoter/Promoter Group of the Company or Subsidiaries of Promoter/Promoter Group. Further, none of the Promoter/Promoter Group of the Company are being issued shares and/or will be benefited and hence, treating the Transferor Companies as a subsidiary of promoter or related party of the promoter group for the purpose of Para I.A.9.(a).(ii) of Annexure I of SEBI Circular, would not be in line with the underlying intention of the SEBI Circular.

3. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

Reason for non-applicability:

Transferor companies are direct/indirect wholly-owned subsidiaries of the Company. Further, the Company has not acquired equity shares of the Transferor Companies by paying consideration in cash or in kind to Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the parent listed company

In view of the aforesaid, the requirement stated at paragraph Para I.A.9.(a) of Annexure I of SEBI Circular is not applicable to the proposed Scheme.

For UFO Moviez India Limited

S. S. Chavan

Sameer Chavan
Company Secretary
Date: 26 July, 2016

