

# Nepean Capital LLP

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Date: 13 December 2021

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

Fax: 022 – 2272 3121

Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

To,

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G

Block, Bandra Kurla Complex, Bandra

(East), Mumbai- 400 051

Fax : 022- 2659 8237/ 38

Email: [cmist@nse.co.in](mailto:cmist@nse.co.in)

NSE Symbol: **UFO**

BSE Scrip Code: **539141**

**Sub: Disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Code").**

Dear Sirs,

Please note that Nepean Focused Investment Fund, a scheme of investment of Nepean Investment Trust II, a category II alternative investment fund registered with Securities and Exchange Board of India has acquired 93,99,933 (Ninety-Three Lakhs Ninety-Nine Thousand Nine Hundred and Thirty-Three) equity shares of INR 10 (Indian Rupees Ten) each, fully paid-up of UFO Moviez India Limited ("**Company**"), representing 24.90% of the total paid-up equity share capital of the Company.

This acquisition is pursuant to preferential allotment of equity shares made by the Company in terms of the Share Subscription Agreement dated November 3, 2021, between the Company and Nepean Capital LLP, acting in its capacity as the investment manager of Nepean Investment Trust II, a category II alternative investment fund through the scheme of investment Nepean Focused Investment Fund.

Enclosed is the disclosure as per Regulation 29(1) of the Takeover Code.

Kindly take the above on record and acknowledge receipt.

Thanking you,

**For NEPEAN CAPITAL LLP**

(in its capacity as the investment manager for  
Nepean Investment Trust II, through the  
scheme of investment,

Nepean Focused Investment Fund)

  
(Authorised signatory)

**Name:** Gautam Trivedi  
**Designation:** Managing Partner

Enclosed: As above

**Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

|                                                                                                                                                                          |                                                                                                                                                                                        |                                                            |                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                          | UFO Moviez India Limited                                                                                                                                                               |                                                            |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                            | Nepean Focused Investment Fund, a scheme of investment of Nepean Investment Trust II, a category II alternative investment fund registered with Securities and Exchange Board of India |                                                            |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                  | No                                                                                                                                                                                     |                                                            |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                       | BSE Limited and National Stock Exchange of India Limited                                                                                                                               |                                                            |                                                            |
| Details of the acquisition as follows                                                                                                                                    | Number                                                                                                                                                                                 | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of acquirer along with PACs of:                                                                                      |                                                                                                                                                                                        |                                                            |                                                            |
| a) Shares carrying voting rights                                                                                                                                         | Nil                                                                                                                                                                                    | Nil                                                        | Nil                                                        |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                  | Nil                                                                                                                                                                                    | Nil                                                        | Nil                                                        |
| c) Voting rights (VR) otherwise than by equity shares                                                                                                                    | Nil                                                                                                                                                                                    | Nil                                                        | Nil                                                        |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | Nil                                                                                                                                                                                    | Nil                                                        | Nil                                                        |
| e) Total (a+b+c+d)                                                                                                                                                       | Nil                                                                                                                                                                                    | Nil                                                        | Nil                                                        |
| Details of acquisition:                                                                                                                                                  |                                                                                                                                                                                        |                                                            |                                                            |
| a) Shares carrying voting rights                                                                                                                                         | 93,99,933                                                                                                                                                                              | 24.90                                                      | 24.90                                                      |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                  | Nil                                                                                                                                                                                    | Nil                                                        | Nil                                                        |

|                                                                                                                                                                                                 |                                                                                                                                                                                                          |       |       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-------|
| c) Voting rights (VR) otherwise than by equity shares                                                                                                                                           | Nil                                                                                                                                                                                                      | Nil   | Nil   |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)                        | Nil                                                                                                                                                                                                      | Nil   | Nil   |
| e) Total (a+b+c+d)                                                                                                                                                                              | 93,99,933                                                                                                                                                                                                | 24.90 | 24.90 |
| After the acquisition, holding of acquirer along with PACs of:                                                                                                                                  |                                                                                                                                                                                                          |       |       |
| a) Shares carrying voting rights                                                                                                                                                                | 93,99,933                                                                                                                                                                                                | 24.90 | 24.90 |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                         | Nil                                                                                                                                                                                                      | Nil   | Nil   |
| c) Voting rights (VR) otherwise than by equity shares                                                                                                                                           | Nil                                                                                                                                                                                                      | Nil   | Nil   |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)                        | Nil                                                                                                                                                                                                      | Nil   | Nil   |
| e) Total (a+b+c+d)                                                                                                                                                                              | 93,99,933                                                                                                                                                                                                | 24.90 | 24.90 |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)                                                             | Preferential Allotment                                                                                                                                                                                   |       |       |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.                                                         | The equity shares allotted to the acquirer rank <i>pari passu</i> in all respects with the existing equity shares of the TC.                                                                             |       |       |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | 9 December 2021                                                                                                                                                                                          |       |       |
| Equity share capital / total voting capital of the TC before the said acquisition                                                                                                               | INR 28,35,08,010 (Indian Rupees Twenty-Eight Crore Thirty-Five Lakhs Eight Thousand and Ten) divided into 2,83,50,801 (Two Crore Eighty-Three Lakhs Fifty Thousand Eight Hundred and One) Equity Shares. |       |       |
| Equity share capital/ total voting capital of the TC after the said acquisition                                                                                                                 | INR 37,75,07,340 (Indian Rupees Thirty-Seven Crore Seventy-Five Lakhs Seven Thousand Three Hundred and Forty) divided into 3,77,50,734 (Three Crore                                                      |       |       |

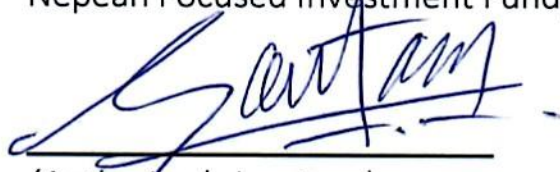
|                                                                         |                                                                                                                                                                                                                                     |
|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                         | Seventy-Seven Lakh Fifty Thousand Seven Hundred and Thirty-Four) Equity Shares.                                                                                                                                                     |
| Total diluted share/voting capital of the TC after the said acquisition | INR 37,75,07,340 (Indian Rupees Thirty-Seven Crore Seventy-Five Lakhs Seven Thousand Three Hundred and Forty) divided into 3,77,50,734 (Three Crore Seventy-Seven Lakh Fifty Thousand Seven Hundred and Thirty-Four) Equity Shares. |

(\*) Total share capital/ voting capital taken as per the latest filing done by the Company to the Stock Exchange.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For NEPEAN CAPITAL LLP**

(in its capacity as the investment manager  
for Nepean Investment Trust II, through the  
scheme of investment,  
Nepean Focused Investment Fund)

  
(Authorised signatory)

**Name:** Gautam Trivedi

**Designation:** Managing Partner

**Place:** Mumbai

**Date:** 13 December 2021