

March 21, 2025

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, Bandra Kurla Complex,
Bandra (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") – Scheme of Arrangement amongst Scrabble Digital Limited ("Transferor Company 1") and UFO Software Technologies Private Limited ("Transferor Company 2") and UFO Moviez India Limited ("Transferee Company") and their respective shareholders (the 'Scheme')

This is in continuation of intimation dated February 13, 2025, January 13, 2025, December 10, 2024 and June 03, 2024, sent to you regarding the Scheme filed under Sections 230 to 232 read with Section 66 and Section 52 and other applicable provisions of the Companies Act, 2013.

We wish to inform you that the Hon'ble National Company Law Tribunal, Mumbai Bench (**'Hon'ble NCLT'**) on March 18, 2025, pronounced the Order, sanctioning the aforesaid Scheme of Arrangement (**'Order'**), we enclose herewith a copy of the Order dated March 18, 2025, approving the Scheme.

Intimation of pronouncement of the Order by the Hon'ble NCLT was received by the Company on Thursday, March 20, 2025 at 8 p.m. (IST).

Upon receipt of the certified copy of the order passed by the Hon'ble NCLT and filing of the same by the companies with the Registrar of Companies, the Scheme would be made effective.

This disclosure is being made in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Request you to kindly take the above on record.

Thanking you.

Yours faithfully,

For UFO Moviez India Limited

Ms. Kavita Thadeshwar
Company Secretary

**THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

C.P.(CAA) No. 32/MB-I/2025

C/W

C.A.(CAA) No. 216/ MB-

I/2024

In the matter of
The Companies Act, 2013 (18 of 2013)
and
Section 232 r/w Section 230 of
The Companies Act, 2013 and other
applicable provisions of the Companies
Act, 2013
read with the Companies (Compromises,
Arrangements and Amalgamations) Rules,
2016;
In the matter of
Scheme of Arrangement

Scrabble Digital Limited

CIN: U74999MH2011PLC213170

...Petitioner Company 1/

Transferor Company 1

**UFO Software Technologies Private
Limited**

CIN: U59121MH2005PTC284653

... Petitioner Company 2/

Transferor Company 2

UFO Moviez India Limited

CIN: L22120MH2004PLC285453

... Petitioner Company 3/

Transferee Company

(Collectively referred as Applicant Companies)

Order delivered on 18.03.2025

Coram:

Shri Prabhat Kumar

Hon'ble Member (Technical)

Justice V.G. Bisht (Retd.)

Hon'ble Member (Judicial)

(Appearances)

For the Petitioner Companies : Mr. Ahmed Chunawala,

For the Regional Director : Mr. Bhagwati Prasad, Office of
the Regional Director, Western
Region, Mumbai

ORDER:

1. Heard the learned Counsel for the Petitioner Companies as well as representative of the office of the Regional Director. No objector has approached this Tribunal to oppose the Scheme nor has any party controverted any averments made in the Petition, unless otherwise stated.
2. The present Scheme is a Scheme of Arrangement amongst **Scrabble Digital Limited** ("Transferor Company 1") and **UFO Software Technologies Private Limited** ("Transferor Company 2") and **UFO Moviez India Limited** ("Transferee Company") and their respective shareholders sought under Section 232 r/w Section 230 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

3. The Board of Directors of the Applicant Companies at their respective meetings held on June 03, 2024 have approved the Scheme. The Appointed Date fixed under the Scheme is April 1, 2024.
4. The First Petitioner Company is engaged in the business of providing Digital Cinema Services. The Second Petitioner Company is engaged in providing software solutions and development. The Third Petitioner Company 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.
5. The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The registered office of petitioner companies is situated in India. The subject matter of this petition is within jurisdiction of Mumbai Bench.
6. The equity shares of First Petitioner Company and Second Petitioner Company are not listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (both collectively referred to as "the Stock Exchanges"). The equity shares of Third Petitioner Company are listed on the Stock Exchanges.
7. The **rationale of the Scheme** is as follows:
Amalgamation of Transferor Companies into Transferee Company

- a. The Transferor Companies are wholly owned subsidiaries of the Transferee Company.
- b. The proposed amalgamation of Transferor Company 1 will assist the Transferee Company to serve existing customer with all products and services within digital cinema industry's needs, giving customers a one-stop shopping experience with credible services.
- c. Transferor Company 2 is not of the significant size and therefore consolidation will result into decrease in the administration cost associated with day-to-day operations.
- d. The amalgamation of the Transferor Companies with the Transferee Company will lead to better business synergies, improved overall operational efficiencies and cost savings.
- e. The amalgamation will also result in reduction in legal and regulatory compliances that are currently carried out by multiple entities.
- f. The proposed amalgamation will reduce managerial overlaps, which are necessarily involved in running multiple entities.

Utilisation of Securities Premium Account

- g. Due to COVID 19 pandemic, the Transferee Company has incurred losses from FY 2020-21 to FY 2022-23. As per audited financial results as on March 31, 2024, the Transferee Company had (i) Profit and Loss Account (debit balance) of about INR 130.82 crores (Indian Rupees One Hundred and Thirty Crores and Eighty Two Lakhs only);

- (ii) Securities Premium Account of about INR 388.57 crores (Indian Rupees Three Hundred and Eighty Eight Crores and Fifty Seven Lakhs only); (iii) Amalgamation Deficit Reserve Account (debit balance) of about INR 67.46 crores (Indian Rupees Sixty Seven Crores and Forty Six Lakhs only). All these balances are part of “Other Equity”.
- h. The Transferee Company believes that utilization of the Securities Premium Account to set off the debit balances in (i) Profit and Loss Account and (ii) Amalgamation Deficit Reserve Account would result in a true and fair reflection of the “Other Equity” in the balance sheet.
- i. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Transferee Company while raising funds in future.
- j. The proposed adjustment / set off, of the Securities Premium Account would not have any impact on the shareholding pattern, and the capital structure of the Transferee Company.
- k. The Scheme does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of the Transferee Company to meet its obligations/ commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Transferee Company.
8. The Company Scheme Petition is filed in consonance with the order dated December 04, 2024, passed in the Company Scheme Application No. CA(CAA)216/MB/2024 by this

THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA) No. 32/MB-I/2025
C/W
C.A.(CAA) No. 216/ MB-I/2024

Hon'ble Tribunal ("Order") and the Petitioner Companies have complied with all requirements as per directions of the National Company Law Tribunal, Mumbai Bench and they have filed necessary affidavits of compliance in the National Company Law Tribunal, Mumbai Bench.

9. The Petitioner Companies further submits that they have complied the order 27.01.2025 intimating the date of hearing and service of Petition upon the Sectoral/Regulatory authorities and also made paper publication in two leading newspapers one in Business Standard and another one in vernacular language i.e. Navshakti and filed necessary affidavit of Compliance with this Tribunal on 13.02.2025.
10. The Regional Director has filed his Report dated 25.02.2025 making certain observations and the Petitioner Companies have undertaken/made following submission that :
 - a. The Transferee Company submits that the applicable stamp duty, if any, on transfer of property / Assets pursuant to the Scheme sanctioned by the Tribunal will be paid to the respective stamp duty authorities in accordance with the relevant applicable provision of stamp duty laws after the Scheme is sanctioned.
 - b. The Transferee Company shall comply with provisions of Section 232(3)(i) of the Companies Act, 2013.
 - c. The interests of the creditors will be protected and there is no compromise or arrangement with the creditors;

- d. The Transferee Company shall pass such accounting entries as may be necessary in connection with the Scheme to comply with other applicable accounting standards such as IND AS-8, as applicable;
 - e. The Scheme enclosed to Company Application & Company Petition, are one and same and there are no discrepancies, or no changes have been made;
 - f. The approval of the Scheme by the Hon'ble Tribunal would not deter such authorities to deal with any of the issues arising after giving effect to the Scheme;
 - g. The Transferee Company submits that the Scheme complies with the requirements as clarified vide circular no. F. No.7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs;
 - h. The Transferee Company shall comply with provisions of section 2(1B) of the Income Tax Act, 1961 and shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder.
11. Mr. Bhagwati Prasad, Additional Director for the Office of Regional Director (WR), Mumbai appears on the date of hearing and submits that above explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objection to the Scheme.
 12. The Official Liquidator has filed his report dated January 07, 2025 inter-alia making the following observations in paragraph

5 and 6 which are reproduced hereunder along with responses/compliances of the Petitioner Companies:

- a. The Transferee Company states that the matter is sub-judice with the relevant authority and as per Clause 10 of the Scheme which is marked at Exhibit D to the said Company Scheme Petition, upon the Scheme becoming effective the said proceedings shall be continued by the Transferee Company.
 - b. Clause 16 of the Scheme provides for increase in the authorized share capital of the Transferee Company by the authorized share capital of the Transferor Company 1 and Transferor Company 2 without any further payment of stamp duty and / or fees on such increase to the extent such stamp duty and / or fees already paid by the Transferor Company 1 and Transferor Company 2 on their respective authorized share capital.
 - c. On clubbing of authorised share capital of the Transferor Company 1 and Transferor Company 2 shall be set off against the fees already paid by them for their authorised share capital in accordance with the provisions of Section 232(3)(i) of the Companies Act, 2013.
13. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this Scheme and it shall be open to the Income Tax Authorities to take necessary

action to deal with, in relation to tax or any other kind of obligations of Demerged Company against the Resulting Company, as permissible under the Income Tax Laws.

14. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, Company Petition bearing C.P (CAA)/32/MB/2025 filed by the Petitioner Companies are made absolute in terms of clause 33(A) to (C) of the said Company Scheme Petition.
15. The First Petitioner Company and Second Petitioner Company be dissolved without winding up.
16. In view of the above, the Scheme is hereby **Sanctioned** with the 'Appointed Date' as April 01, 2024.
17. The Petitioner Companies are directed to file a copy of this Order along with a copy of the Scheme of Arrangement with the concerned Registrar of Companies, electronically along with E-Form INC-28, within 30 days from the date of receipt of the Order from the Registry of this Tribunal.
18. The Petitioner Companies are also directed to lodge a copy of this Order along with the Scheme duly authenticated / certified by the Deputy Registrar or the Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Collector / Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, within

THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA) No. 32/MB-I/2025
C/W
C.A.(CAA) No. 216/ MB-I/2024

60 days from the date of receipt of the certified copy of this Order from the Registry of this Tribunal.

19. All concerned regulatory authorities shall act on a copy of this Order along with the Scheme duly certified by the Deputy Registrar or Assistant Registrar, National Company Law Tribunal, Mumbai Bench.
20. Ordered accordingly.

Sd
Prabhat Kumar
Member (Technical)

Sd
Justice V.G. Bisht
Member (Judicial)