

Date: April 11, 2019

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)

BSE Scrip Code: **539141**

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: [cm1ist@nse.co.in](mailto:cm1ist@nse.co.in)

NSE Symbol: **UFO**

Dear Sir/ Ma'am,

**Sub: Compliance Report on Corporate Governance for the quarter ended March 31, 2019**

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended March 31, 2019 as per regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 in the format specified in Annexure I and Annexure II.

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **UFO Moviez India Limited**

*SS. Chavan*

**Sameer Chavan**  
**Company Secretary**  
**& Compliance Officer**  
M. No.: FCS-7211



Encl: a/a

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**1. Name of Listed Entity : **UFO Moviez India Limited**2. Quarter ending : **March 31, 2019**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr. / Ms.)</b>	<b>Name of the Director</b>	<b>PAN<sup>5</sup> &amp; DIN</b>	<b>Category (Chairperson /Executive/Non- Executive /in dependent/Nominee)<sup>6</sup></b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Sanjeev Aga	PAN: AAAPA2497D DIN: 00022065	Chairman - Non- Executive - Independent Director	November 20, 2017	Consecutive period of 5 years with effect from November 20, 2017	5	3	2
Mr.	Ameya Hete	PAN: ABMPH9097B DIN: 01645102	Non-Executive Director	Reappointed with effect from September, 26, 2017. Liable to retire by rotation.	-	1	2	Nil
Mr.	Kapil Agarwal	PAN: AACPA2412L DIN: 00024378	Joint Managing Director - Executive Director	5 years from March 1, 2019 until February 28, 2024 and not liable to retire by rotation within such term.	-	1	2	Nil
Ms.	Lynn de Souza	PAN: AADPD4831D DIN: 01419138	Non-Executive - Independent Director	November 20, 2017	Consecutive period of 5 years with effect from November 20, 2017	1	3	1
Mr.	Raaja Kanwar	PAN: AAJPK0819J DIN: 00024402	Non-Executive Director	Reappointed with effect from September, 15 2015. Liable to retire by rotation.	-	1	1	Nil



Mr.	S. Madhavan	PAN: AAAPM2924M DIN: 06451889	Non-Executive - Independent Director	November 20, 2017	Consecutive period of 5 years with effect from November 20, 2017	4	2	3
Mr.	Sanjay Gaikwad	PAN: AAAPG8554D DIN: 01001173	Managing Director - Executive Director	5 years from October 17, 2018 until October 16, 2023 and not liable to retire by rotation within such term.	-	1	1	Nil

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Note: Chairmanship in Audit / Stakeholder Relationship Committee held in listed entities as well as unlisted public companies is considered.


## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>
Audit Committee (The Company Audit and Risk Management Committee and the composition, role and scope of the said Committee is as per the Companies Act and Listing Regulations)	Mr. Sanjeev Aga (Chairman of the Committee)	Chairman - Non-Executive - Independent Director
	Mr. S. Madhavan (Member of the Committee)	Non-Executive - Independent Director
	Mr. Ameya Hete (Member of the Committee)	Non-executive Director
	Ms. Lynn de Souza (Member of the Committee)	Non-Executive - Independent Director





Nomination and Remuneration Committee	Mr. S. Madhavan (Chairman of the Committee)	Non-Executive - Independent Director	
	Mr. Sanjeev Aga (Member of the Committee)	Chairman - Non-Executive - Independent Director	
	Mr. Ameya Hete (Member of the Committee)	Non-executive Director	
Stakeholders' Relationship Committee	Ms. Lynn de Souza (Chairperson of the Committee)	Non-executive – Independent Director	
	Mr. Ameya Hete (Member of the Committee)	Non-executive Director	
	Mr. Kapil Agarwal (Member of the Committee)	Joint Managing Director - Executive Director	
	Mr. Sanjay Gaikwad (Member of the Committee)	Managing Director - Executive Director	
* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting ( if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	
November 12, 2018 November 27, 2018	February 6, 2019 March 19, 2019	70 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit & Risk Management Committee Meeting			
February 6,2019 March 19,2019	Yes - All members were present	November 12, 2018	85 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	



**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  
Audit Committee - Yes  
Nomination & remuneration committee - Yes  
Stakeholders relationship committee - Yes  
Risk management committee (applicable to the top 100 listed entities) - NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors. – Yes  
Any comments / observations / advice of Board of Directors may be mentioned here. – NA.

For UFO Moviez India Limited

S Sameer Chavan

Sameer Chavan

Company Secretary & Compliance Officer

Date: April 11, 2019

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	Yes	
New name and the old name of the listed entity	N.A.	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management Committee	21(1),(2),(3),(4)	N.A.



High Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.-Yes

For UFO Moviez India Limited.

SS. 042

Sameer Chavan  
Company Secretary & Compliance Officer  
Date: April 11, 2019