

Date: January 12, 2017

To,  
BSE Limited  
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BSE Scrip Code: **539141**

To,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G  
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Mumbai- 400 051  
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NSE Symbol: **UFO**

Dear Sir/ Ma'am,

**Sub: Compliance Report on Corporate Governance for the quarter ended December 31, 2016**

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended December 31, 2016 as per regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 in the format specified in Annexure I.

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **UFO Moviez India Limited**

*S. S. 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 : **December 31, 2016**

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/Non-Executive /in dependent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sanjeev Aga	PAN: AAAPA2497D DIN: 00022065	Chairman - Non-Executive - Independent Director	November 20, 2014.	Consecutive period of 3 years with effect from November 20, 2014	6	5	1
Mr.	Ameya Hete	PAN: ABMPH9097B DIN: 01645102	Non-Executive Director	Reappointed with effect from September, 4, 2014. Liable to retire by rotation	-	1	Nil	Nil
Mr.	Biswajit Subramanian	PAN: BOFPS9345E DIN: 00905348	Non-Executive Director	Reappointed with effect from September, 14, 2016. Liable to retire by rotation	-	2	Nil	Nil
Mr.	Kapil Agarwal	PAN: AACPA2412L DIN: 00024378	Joint Managing Director - Executive Director	5 years from March 1, 2014 until February 28, 2019 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, 2014	Consecutive period of 3 years with effect from November 20, 2014	1	4	Nil





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, 2014	Consecutive period of 3 years with effect from November 20, 2014	2	2	3
Mr.	Sanjay Gaikwad	PAN: AAAPG8554D DIN: 01001173	Managing Director - Executive Director	5 years from October 17, 2013 until October 16, 2018 not liable to retire by rotation within such term.	-	1	1	Nil
Mr.	Varun Laul	PAN: ABCPL5268Q DIN: 03489931	Non-Executive Director	Reappointed with effect from September, 4 2014. Liable to retire by rotation.	-	1	1	1

§ 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 has 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. Varun Laul (Member of the Committee)	Non-executive Director
	Ms. Lynn de Souza (Member of the Committee)	Non-Executive - Independent Director



Nomination & 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. Biswajit Subramanian (Member of the Committee)	Non-executive Director	
	Mr. Ameya Hete (Member of the Committee)	Non-executive Director	
Risk Management Committee(if applicable) (The Company has 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. Varun Laul (Member of the Committee)	Non-executive Director	
	Ms. Lynn de Souza (Member of the Committee)	Non-Executive - Independent Director	
Stakeholders Relationship Committee	Mr. Varun Laul (Chairman of the Committee)	Non-executive Director	
	Mr. Sanjay Gaikwad (Member of the Committee)	Executive Director	
	Mr. Kapil Agarwal (Member of the Committee)	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)	
July 26, 2016 August 02, 2016 September 01, 2016	November 08, 2016	67 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			
November 08, 2016	Yes - 3 members were present	July 26, 2016 August 02, 2016 September 01, 2016	67days
* 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
<p><b>Note</b> 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. If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – Yes The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 Audit Committee - Yes Nomination &amp; remuneration committee - Yes Stakeholders relationship committee - Yes Risk management committee (applicable to the top 100 listed entities) - NA 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 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 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.</p>	
<p>For UFO Moviez India Limited</p> <p><i>S. S. Chavan</i></p> <p><b>Sameer Chavan</b> <b>Company Secretary &amp; Compliance Officer</b> Date: January 12, 2017</p>	

**Note:**

Information at Table I and II above need to be necessarily given in 1st 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.

