

Date: January 8, 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: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)

NSE Symbol: **UFO**

Dear Sir/ Ma'am,

**Sub: Compliance Report on Corporate Governance for the quarter ended December 31, 2018**

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended December 31, 2018 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, 2018**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr. / Ms.)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson /Executive/Non- Executive /in dependent/Nominee)<sup>a</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 19, 2022	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	1	1
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, 2017.	Consecutive period of 5 years with effect from November 19, 2022	1	3	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, 2017.	Consecutive period of years with effect from November 19, 2022	3	1	3
Mr.	Sanjay Gaikwad	PAN: AAAPG8554D DIN: 01001173	Managing Director - Executive Director	5 years from October 17, 2018 until October 16, 2023 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 & Remuneration Committee	Mr. S. Madh...	Non-Executive - Independent Director	
	Mr. Sanjeev Aga	Chairman - Non-Executive - Independent Director	
	Mr. Ameya Hete	Non-executive Director	
Stakeholders Relationship Committee	Mr. Ameya Hete	Non-executive Director	
	Mr. Sanjay Gaikwad	Executive Director	
	Mr. Kapil Agarwal	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)	
August 8, 2018	November 12, 2018 November 27, 2018	95 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 12, 2018	Yes - All members were present	August 8, 2018	95 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	N.A.		
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. Any comments / observations / advice of Board of Directors may be mentioned here. – NA.

For UFO Moviez India Limited

S. Scho-8.2



Sameer Chavan

Company Secretary & Compliance Officer

Date: January 8, 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.