

Date: October 10, 2018

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 and half year ended September 30, 2018**

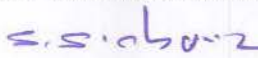
Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2018 as per regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 in the format specified in Annexure I.

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **UFO Moviez India Limited**

  
**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 : **September 30, 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 5 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, 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	Ceased to be Director with effect from September, 9 2018.	-	1	1	1

<sup>5</sup>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>5</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. 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	Mr. Ameya Hete (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			
<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
April 03, 2018; May 09, 2018; May 29, 2018; June 14, 2018	August 8, 2018	54 days	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit &amp; Risk Management Committee Meeting</b>			
August 8, 2018	Yes - All members were present	May 29, 2018 June 14, 2018	54 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>		
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		



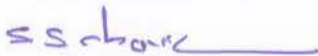
**Note**

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




**Sameer Chavan**

**Company Secretary & Compliance Officer**

Date: October 10, 2018

**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.

<b>I. Affirmations</b>		
<b>Broad headings</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes / No / NA)</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairman of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairman of Nomination and Remuneration Committee at the Annual General Meeting</i>	19(3)	Yes
<i>Whether 'Corporate Governance Report' disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p><b>Note:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<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: October 10, 2018</p> 