

Date: October 10, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax: 022 – 2272 3121
Email: corp.relations@bseindia.com
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
Fax : 022- 2659 8237/ 38
Email: cm1ist@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, 2019

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2019 as per regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 in the format specified in Annexure I and Annexure III.

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **UFO Moviez India Limited**

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 : **September 30, 2019**

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN ^s & DIN	Category (Chair- person / Executive / Non- Executive / Indepen- dent / Nominee) ^{&}	Initial Date of Appoint- ment	Date of Re- Appoint- ment	Date of Cessa- tion	Tenure*	Date of Birth	No. of director- ship in listed entities including this listed entity [in reference to Regula- tion 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of member- ships 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: AAAPA2497 D DIN: 00022065	Chairman - Non- Executive- Independe nt Director	November 20, 2014	November 20, 2017	-	Consecuti ve period of 5 years with effect from November 20, 2017	February 01, 1952	5	5	3	2
Mr.	Ameya Hete	PAN: ABMPH9097 B DIN: 01645102	Non- Executive Director	October 17, 2008	Reappointed with effect from September, 26, 2017. Liable to retire by rotation.	-	-	November 28, 1975	1	0	2	0



Mr.	Kapil Agarwal	PAN: AACPA2412L DIN: 00024378	Joint Managing Director - Executive Director	October 17, 2008	5 years from March 1, 2019 until February 28, 2024 and not liable to retire by rotation within such term.	-	-	October 14, 1960	1	0	2	0
Ms.	Lynn de Souza	PAN: AADPD4831D DIN: 01419138	Non-Executive - Independent Director	November 20, 2014	November 20, 2017	-	Consecutive period of 5 years with effect from November 20, 2017	October 26, 1960	1	1	3	1
Mr.	Raaja Kanwar	PAN: AAJPK0819J DIN: 00024402	Non-Executive Director	May 13, 2005	Reappointed with effect from July, 25 2019. Liable to retire by rotation.	-	-	February 04, 1970	1	0	1	0
Mr.	S. Madhavan	PAN: AAAPM2924M DIN: 06451889	Non-Executive - Independent Director	November 20, 2014	November 20, 2017	-	Consecutive period of 5 years with effect from November 20, 2017	October 27, 1956	5	5	2	4
Mr.	Sanjay Gaikwad	PAN: AAAPG8554D DIN: 01001173	Managing Director - Executive Director	November 21, 2008	5 years from October 17, 2018 until October 16, 2023 and not liable to retire by rotation within such term.	-	-	July 26, 1965	1	0	1	0



Whether Regular chairperson appointed- Yes

Whether Chairperson is related to managing director or CEO- No

\$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	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non- Executive / independent / Nominee) \$	Date of Appointment	Date of Cessation
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)	Yes	Mr. Sanjeev Aga (Chairman of the Committee)	Chairman - Non-Executive - Independent Director	November 20,2014	-
		Mr. S. Madhavan (Member of the Committee)	Non-Executive - Independent Director	November 20,2014	-
		Mr. Ameya Hete (Member of the Committee)	Non-Executive Director	August 08, 2018	-
		Ms. Lynn de Souza (Member of the Committee)	Non-Executive - Independent Director	November 09, 2015	-
Nomination and Remuneration Committee	Yes	Mr. S. Madhavan (Chairman of the Committee)	Non-Executive - Independent Director	November 20,2014	-
		Mr. Sanjeev Aga (Member of the Committee)	Chairman - Non-Executive -Independent Director	November 20,2014	-
		Mr. Ameya Hete (Member of the Committee)	n-Executive Director	November 20,2014	-



Stakeholders' Relationship Committee	Yes	Ms. Lynn de Souza (Chairperson of the Committee)	Non-Executive – Independent Director	March 19, 2019	-
		Mr. Ameya Hete (Member of the Committee)	Non-Executive Director	August 08, 2018	-
		Mr. Kapil Agarwal (Member of the Committee)	Joint Managing Director - Executive Director	November 20, 2014	-
		Mr. Sanjay Gaikwad (Member of the Committee)	Managing Director - Executive Director	November 20, 2014	-

* 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	Whether requirement of quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
May 21, 2019	August 13, 2019	Yes	6	3	48
June 7, 2019	September 23, 2019	Yes	7	3	-
June 25, 2019	-	-	-	-	-

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	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					
August 13, 2019	Yes - 3 members were present	3	3	May 21, 2019	66
-	-	-	-	June 7, 2019	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

** to be filled in only for the current quarter meetings



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
 - a. Audit Committee - Yes
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. 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. S. Chavan

Sameer Chavan

Company Secretary & Compliance Officer

Date: 10th October 2019



Affirmations		
Broad headings	Regulation Number	Compliance Status (Yes / No / NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairman of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairman of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairman of Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note: <ol style="list-style-type: none"> 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. 		
For UFO Moviez India Limited  Sameer Chavan Company Secretary & Compliance Officer Date: 10 th October 2019		

