

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**1. Name of Listed Entity : **UFO Moviez India Limited**2. Quarter ending : **September 30, 2020**

<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 / Independent / Nominee)<sup>6</sup></b>	<b>Date of Birth</b>	<b>Whether special resolution passed?  [Refer Reg. 17(1A) of Listing Regulation]</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-Appointment</b>	<b>Date of Cessation</b>	<b>Tenure *</b>	<b>No. of director-ship in listed entities including this listed entity  [Refer Regulation 17A of Listing Regulations]</b>	<b>No. of Independent Directorship in listed entities including this listed entity  [Refer Regulation 17A(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	Chairperson - Non-Executive-Independent Director	February 01, 1952	NA	November 20, 2014	November 20, 2017	-	70 months	5	5	5	2
Mr.	Ameya Hete	PAN: ABMPH9097B DIN: 01645102	Non-Executive-Non-Independent Director	November 28, 1975	NA	October 17, 2008	Reappointed with effect from August, 20, 2020. Liable to retire by rotation.	-	-	1	0	2	0
Mr.	Kapil Agarwal	PAN: AACPA2412L DIN: 00024378	Executive Director - Joint Managing Director	October 14, 1960	NA	October 17, 2008	5 years from March 1, 2019 until February 28, 2024 and not liable to retire by rotation within such term.	-	-	1	0	2	0

Ms.	Lynn de Souza	PAN: AADPD4831D DIN: 01419138	Non-Executive - Independent Director	October 26, 1960	NA	November 20, 2014	November 20, 2017	-	70 months	1	1	4	1
Mr.	Raaja Kanwar	PAN: AAJPK0819J DIN: 00024402	Non-Executive – Non-Independent Director	February 04, 1970	NA	May 13, 2005	Reappointed with effect from July, 25 2019. Liable to retire by rotation.	-	-	1	0	1	0
Mr.	S. Madhavan	PAN: AAAPM2924M DIN: 06451889	Non-Executive - Independent Director	October 27, 1956	NA	November 20, 2014	November 20, 2017	-	70 months	4	4	6	3
Mr.	Sanjay Gaikwad	PAN: AAAPG8554D DIN: 01001173	Executive Director- Managing Director	July 26, 1965	NA	November 21, 2008	5 years from October 17, 2018 until October 16, 2023 and not liable to retire by rotation within such term.	-	-	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.

<b>II. Composition of Committees</b>							
<b>Name of the Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>DIN</b>	<b>Name of Committee members</b>	<b>Category (Chairperson / Executive / Non-Executive / independent / Nominee)<sup>5</sup></b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>Audit Committee</b> <i>(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)</i>	Yes	00022065	Mr. Sanjeev Aga	Chairperson - Non-Executive - Independent Director	Chairman of the Committee	November 20,2014	-
		06451889	Mr. S. Madhavan	Non-Executive - Independent Director	Member of the Committee	November 20,2014	-
		01645102	Mr. Ameya Hete	Non-Executive Non- Independent Director	Member of the Committee	August 08, 2018	-
		01419138	Ms. Lynn de Souza	Non-Executive - Independent Director	Member of the Committee	November 09, 2015	-
<b>Nomination and Remuneration Committee</b>	Yes	06451889	Mr. S. Madhavan	Non-Executive - Independent Director	Chairman of the Committee	November 20,2014	-
		00022065	Mr. Sanjeev Aga	Chairperson - Non-Executive - Independent Director	Member of the Committee	November 20,2014	-
		01645102	Mr. Ameya Hete	Non-Executive Non- Independent Director	Member of the Committee	November 20,2014	-
<b>Stakeholders' Relationship Committee</b>	Yes	01419138	Ms. Lynn de Souza	Non-Executive - Independent Director	Chairman of the Committee	March 19, 2019	-
		01645102	Mr. Ameya Hete	Non-Executive Non- Independent Director	Member of the Committee	August 8, 2018	-
		00024378	Mr. Kapil Agarwal	Executive Director	Member of the Committee	November 20,2014	-
		01001173	Mr. Sanjay Gaikwad	Executive Director	Member of the Committee	November 20,2014	-
<b>Corporate Social Responsibility Committee</b>	Yes	01001173	Mr. Sanjay Gaikwad	Executive Director	Chairman of the Committee	November 20,2014	-
		01419138	Ms. Lynn de Souza	Non-Executive - Independent Director	Member of the Committee	November 20,2014	-
		00024378	Mr. Kapil Agarwal	Executive Director	Member of the Committee	November 20,2014	-

<sup>5</sup>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>Whether requirement of quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
April 3, 2020	August 7, 2020	Yes	7	3	45
May 6, 2020	August 24, 2020	Yes	7	3	16
June 22, 2020	September 21, 2020	Yes	7	3	27
* to be filled in only for the current quarter meetings					

<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>Number of Directors present*</i>	<i>Number of Independent Directors present*</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 7, 2020	Yes - All members were present	4	3	June 22, 2020	45
<b>Stakeholder's Relationship Committee Meeting</b>					
August 7, 2020	Yes - All members were present	4	1	June 22, 2020	45
* 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					

<b>V. Related Party Transactions</b>		
<b>Sr. No.</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
1.	Whether prior approval of audit committee obtained	Yes
2.	Whether shareholder approval obtained for material RPT	NA
3.	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note:</b>		
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**

**Sd/-**

**Sameer Chavan**

**Company Secretary & Compliance Officer**

Date: October 13, 2020

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
<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 <b>UFO Moviez India Limited</b></p> <p><b>Sd/-</b></p> <p><b>Sameer Chavan</b>  <b>Company Secretary &amp; Compliance Officer</b>  Date: October 13, 2020</p>		