

COMPLIANCE REPORT ON CORPORATE GOVERNANCE1. Name of Listed Entity : **UFO Moviez India Limited**2. Quarter ending : **March 31, 2020**

I. Composition of Board of Directors													
Title (Mr. / Ms.)	Name of the Director	PAN⁵ & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)⁶	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulation]	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure *	No. of director-ship in listed entities including this listed entity [Refer Regulation 17A of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [Refer Regulation 17A(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	Chairperson - Non-Executive-Independent Director	February 01, 1952	NA	November 20, 2014	November 20, 2017	-	64 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 September, 26, 2017. 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	-	64 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	-	64 months	5	5	7	4
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.

II. Composition of Committees							
Name of the Committee	Whether Regular chairperson appointed	DIN	Name of Committee members	Category (Chairperson / Executive / Non-Executive / independent / Nominee)[§]	Category	Date of Appointment	Date of Cessation
Audit Committee <i>(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)</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	-
Nomination and Remuneration Committee	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	-
Stakeholders' Relationship Committee	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	-
Corporate Social Responsibility Committee	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	-

[§]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					
<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>
November 06, 2019	February 14, 2020	Yes	7	3	55
November 20, 2019	February 27, 2020	Yes	4	2	-
December 20, 2019	March 19, 2020	Yes	4	2	-
* to be filled in only for the current quarter meetings					

IV. Meeting of Committees					
<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>
Audit & Risk Management Committee Meeting					
February 14, 2020	Yes - All members were present	4	3	November 06, 2019	99
Stakeholder's Relationship Committee Meeting					
February 14, 2020	Yes - All members were present	4	1	November 06, 2019	99
Corporate Social Responsibility Committee Meeting					
February 14, 2020	Yes - All members were present	3	1	September 26, 2019	--
March 19, 2020	Yes - All members were present	3	1	February 14, 2020	33
* 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		
Sr. No.	Subject	Compliance status (Yes/No/NA)refer note below
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
<p>Note:</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>		

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. – Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee - Yes Nomination & remuneration committee - Yes Stakeholders relationship committee - Yes Risk management committee (applicable to the top 100 listed entities) - NA <p>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</p> <p>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</p> <p>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.</p> <p>For UFO Moviez India Limited</p> <p>Sd/-</p> <p>Sameer Chavan Company Secretary & Compliance Officer Date: April 16, 2020</p>

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note}	Web Address
Details of business	Yes	https://www.ufomoviez.com/
Terms and conditions of appointment of independent directors	Yes	https://www.ufomoviez.com/investor
Composition of various committees of board of directors	Yes	https://www.ufomoviez.com/investor
Code of conduct of board of directors and senior management personnel	Yes	https://www.ufomoviez.com/investor
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.ufomoviez.com/investor
Criteria of making payments to non-executive directors	Yes	https://www.ufomoviez.com/investor
Policy on dealing with related party transactions	Yes	https://www.ufomoviez.com/investor
Policy for determining 'material' subsidiaries	Yes	https://www.ufomoviez.com/investor
Details of familiarization programmes imparted to independent directors	Yes	https://www.ufomoviez.com/investor
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.ufomoviez.com/investor
email address for grievance redressal and other relevant details	Yes	https://www.ufomoviez.com/investor
Financial results	Yes	https://www.ufomoviez.com/investor
Shareholding pattern	Yes	https://www.ufomoviez.com/investor
Details of agreements entered into with the media companies and/or their Associates	N.A.	NA
Schedule of analysts or institutional investor meet and presentations made by the listed entity or analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.ufomoviez.com/investor
New name and the old name of the listed entity	N.A.	NA
Advertisements as per regulation 47(1)	Yes	https://www.ufomoviez.com/investor
Credit rating or revision in credit rating obtained	Yes	https://www.ufomoviez.com/investor
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.ufomoviez.com/investor
Whether company has provided information under separate section or its website as per Regulation 46(2)	Yes	https://www.ufomoviez.com/investor
Materiality Policy as per Regulation 30	Yes	https://www.ufomoviez.com/investor
Dividend Distribution Policy as per Regulation 43(A) (as applicable)	NA	NA
It is certified that these contents on the website of the listed entity are correct	Yes	https://www.ufomoviez.com/investor

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes / No / NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board Meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for Appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of Directorships</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination and Remuneration Committee</i>	19(3)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) & 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	Yes
<i>Composition and role of risk management Committee</i>	21(1),(2),(3),(4)	N.A.
<i>Meeting of Risk Management Committee</i>	21(3A)	N.A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party Transactions</i>	23(4)	N.A.
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes

<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration form Independent Director</i>	25(8) & (9)	Yes
<i>D & O Insurance for Independent Director</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.-Yes

For **UFO Moviez India Limited**

Sd/-

Sameer Chavan
Company Secretary & Compliance Officer
Date: April 16, 2020