UFO
digital cinema

Date: January 14, 2016

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: cmlist@nse.co.in

NSE Symbol: **UFO**

Dear Sirs/ Ma'am,

Sub: Compliance Report on Corporate Governance for the quarter ended December 31, 2015

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended December 31, 2015 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
M. No. FCS-7211

Encl: a/a

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **UFO Moviez India Limited**
2. Quarter ending : **December 31, 2015**

I. Composition of Board of Directors

Title (Mr. / Ms.)	*Name of the Director*	*PAN[$] & DIN*	*Category (Chairperson /Executive/Non-Executive /in dependent/Nominee)[&]*	*Date of Appointment in the current term /~~cessation~~*	*Tenure**	*No of Directorship in listed entities including this listed entity (Refer Regulation 25(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	Chairman - Non-Executive - Independent Director	November 20, 2014.	Consecutive period of 3 years with effect from November 20, 2014	5	4	3
Mr.	Ameya Hete	PAN: ABMPH9097B DIN: 01645102	Non-Executive Director	Reappointed with effect from September, 4, 2014. Liable to retire by rotation	-	1	Nil	Nil
Mr.	Biswajit Subramanian	PAN: BOFPS9345E DIN: 00905348	Non-Executive Director	Reappointed with effect from September, 4, 2013. Liable to retire by rotation	-	2	Nil	Nil
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, 2014	Consecutive period of 3 years with effect from November 20, 2014	1	4	Nil

UFO MOVIEZ INDIA LIMITED CIN: L22120DL2004PLC164728
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Registered Office : Office No. 12, 3rd Floor, 312 Surya Kiran Building, 19 Kasturba Gandhi Marg, New Delhi-110001, India. Tel: +91 11 4370 4300 / 11, Fax: +91 11 4370 4322
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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, 2014	Consecutive period of 3 years with effect from November 20, 2014	2	2	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	Reappointed with effect from September, 4 2014. Liable to retire by rotation.	-	1	1	1

$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)$
1. Audit Committee *(The Company has Audit and Risk Management Committee and the 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. Varun Laul (Member of the Committee)	Non-executive Director
	Ms. Lynn de Souza (Member of the Committee)	Non-Executive - Independent Director

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2. 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. Biswajit Subramanian (Member of the Committee)	Non-executive Director
	Mr. Ameya Hete (Member of the Committee)	Non-executive Director
3. Risk Management Committee(if applicable) *(The Company has Audit and Risk Management Committee and the 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. Varun Laul (Member of the Committee)	Non-executive Director
	Ms. Lynn de Souza (Member of the Committee)	Non-Executive - Independent Director
4. Stakeholders Relationship Committee'	Mr. Varun Laul (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

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)***
July 2, 2015 July 23, 2015 August 12, 2015	November 9, 2015	89 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 9, 2015	Yes All 3 members were present.	July 23, 2015 August 12, 2015	89 days

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

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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	NA

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.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
   a. Audit Committee
   b. Nomination & remuneration committee
   c. Stakeholders relationship committee
   d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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:- *This is first report under Listing Regulation, 2015 and shall be place before ensuing Board meeting of the Company.*

For **UFO Moviez India Limited**

S. S. Chavan

Sameer Chavan
Company Secretary
Date: January 14, 2016

Note:
Information at Table I and II above need to be necessarily given in 1st 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.

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