

Format to be submitted by listed entity on quarterly basis
Annexure I

1. Name of Listed Entity: Prime Focus Limited
2. Quarter ending: June 30, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/Non - Executive/in dependent/No minee) &	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 Regulation	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.	Namit Malhotra	PAN: AACPM0384K DIN:00004049	Chairman - Executive	June 25, 2014	N.A.	1	Nil	Nil
Mr.	Naresh Malhotra	PAN: AADPM9824D DIN: 00004597	Executive	December 24, 2014	N.A.	1	1	Nil
Mr.	Ramakrishnan Sankaranarayanan	PAN: AALPR6472J DIN: 02696897	Executive	June 25, 2014	N.A.	1	Nil	Nil



Mr.	Kodi Raghavan Srinivasan	PAN: AAEPK6525C DIN: 00012449	Non-Executive - Independent	December 24, 2014	1 year and 6 months**	1	2	Nil
Mr.	Nainesh Jaisingh	PAN: ABOPJ6815F DIN: 00061014	Non-Executive - (Nominee of Standard Chartered Private Equity (Mauritius) III Limited and Standard Chartered Private Equity (Mauritius) Limited	November 5, 2012	N.A.	2	1	Nil
Mr.	Rivkaran Singh Chadha	PAN: AABPC7794G DIN: 00308288	Non-Executive - Independent	December 24, 2014	1 year and 6 months***	1	5	5
Mr.	Padmanabha Gopal Aiyar	PAN: AACPA2659K DIN: 02722981	Non-Executive - Independent	December 24, 2014	1 year and 6 months****	1	3	Nil
Mr.	Vibhav Niren Parikh	PAN: AGUPP9125B DIN: 00848207	Non - Executive - Alternate Director (Alternate to Mr. Nainesh Jaisingh)	November 5, 2012	N.A.	1	Nil	Nil



Mrs.	Dr. Hemalatha Thiagarajan	PAN: AADPT7587Q DIN: 07144803	Non-Executive – Independent	March 31, 2015	1 year 3 months	1	Nil	Nil
Mr.	Amit Bapna	PAN: AAYPB9659A DIN: 00008443	Non – Executive (Nominee of Reliance Media Works Limited)	September 16, 2015	N.A.	1	8	Nil

\$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.

** Mr. Kodi Raghavan Srinivasan was appointed as an Independent Director w.e.f February 19, 2004 as per Clause 49 of the erstwhile listing agreement. He was appointed as Independent Director under the Companies Act, 2013 for a period of five years at the Annual General Meeting of the Company held on December 24, 2014.

*** Mr. Rivkaran Singh Chadha was appointed as an Independent Director w.e.f May 27, 2005 as per Clause 49 of the erstwhile listing agreement. He was appointed as Independent Director under the Companies Act, 2013 for a period of five years at the Annual General Meeting of the Company held on December 24, 2014.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Rivkaran Chadha	Independent Director
	Mr. Kodi Raghavan Srinivasan	Independent Director
	Mr. Padmanabha Gopal Aiyar	Independent Director



	Mr. Amit Bapna	Nominee Non-Executive Director
2. Nomination & Remuneration Committee	Mr. Rivkaran Chadha	Independent Director
	Mr. Kodi Raghavan Srinivasan	Independent Director
	Mr. Padmanabha Gopal Aiyar	Independent Director
	Mr. Amit Bapna	Nominee Non-Executive Director
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Mr. Rivkaran Chadha	Independent Director
	Mr. Kodi Raghavan Srinivasan	Independent Director
	Mr. Naresh Malhotra	Executive Director
	Mr. Amit Bapna	Nominee Non-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		
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>Maximum gap between any two consecutive (in number of days)</i>
February 11, 2016	May 30, 2016	108 days
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>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>
Name of Committee	Date of meeting		Name of Committee	Date of meeting	
Audit Committee	May 30, 2016	Yes	Audit Committee	February 11, 2016	Audit Committee – 108 days
Stakeholders Relationship Committee	May 30, 2016		Stakeholders Relationship Committee	February 11, 2016	
Nomination Remuneration Committee	May 30, 2016		-	-	

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

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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Details of material related party transactions as per Clause 27(2)(b) of Listing Regulations	As per “Annexure A”



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. - **Due to the appointment of Mr. Amit Bapna as a Non-Executive Director w.e.f. September 16, 2015, the number of Independent Directors has reduced. The Company is taking due steps to comply with the same.**
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) – **The Company has dissolved the Risk Management Committee w.e.f. May 30, 2016.**
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. Report for the quarter ended June 30, 2016 shall be placed before the Board of Directors at the forthcoming Board meeting.

FOR PRIME FOCUS LIMITED

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PARINA SHAH

COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: July 15, 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



Annexure-A

**Disclosure of *material transaction
with related party by Prime Focus Limited ("PFL")**

Name of the Related Party	Nature of Transaction	Amount (Rs. in crores)
Mr. Naresh Malhotra (Promoter Director)	Prime Focus Ltd (PFL) has availed security in the form of pledge/lien/encumbrance of 5,00,28,328 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on June 30, 2016	--
Mr. Namit Malhotra (Promoter Director)	PFL has availed security in the form of pledge/lien/encumbrance of 1,49,00,000 equity shares held by Mr. Namit Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on June 30, 2016	--
Monsoon Studio Private Limited (Promoter Group Company)	PFL has availed security in the form of pledge/lien/encumbrance of 44,29,172 equity shares held by Monsoon Studio Private Limited against PFL's borrowing from various banks/ institutions as on June 30, 2016	--

* *Definition of Material transaction: A transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.*



For Prime Focus Limited

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Parina Shah

Company Secretary & Compliance Officer

Date: July 14, 2016

Place: Mumbai