

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Prime Focus Limited**
 2. Quarter ending - **31-Dec-2019**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat eg ory (Ch air pers on / Exe cut iv e/ No n- Exe cut iv e/ Ind ep end ent/ Nom inee)	S u b C at eg o r y	Ini tia l D at e of A p p oi nt m e nt	Dat e of App oi nt m e nt	Dat e of ces sati on	T e n u r e	D at e of Bir th	Wh eth er spe cial res olut ion pas sed ?	D at e of p a ss in g s p e ci al res olut ion	N o. of Di re ct or s hi p in lis ted re s ol uti e s in clu ding this lis ted en tity	No of Inde pend ent Dire ct or ship in lis ted entit ies in clud ing this lis ted en tity	No of me m bers hips in Au dit/ Sta keh old er Com mit tee(s) in clud ing this lis ted en tity	No of po st of Ch air pers on in Au dit/ St ak eh old er Com mit tee hel d in lis ted ent itie s in clud ing this lis ted en tity	Me m bers hip in Com mit tees of the Com pa ny	Rem arks
M r.	Na mit Nar esh Ma lhot ra	0 0 0 4 0 4	A A C P M O O 3	NED		24- Jun - 199 7	14- Feb- 2019			0 2- A pr - 1 9	NA		1	0	0	0		Desi gnati on of Nami t was chan ged

		9	8 4 K						7 6								from CEO , Chair man, ED to NED of the Co w.e.f Feb 14, 2019 .Desi gnati on of Nami t was chan ged from CEO , Chair man, ED to NED of the Co w.e.f Feb 14, 2019
M r.	Nar esh Ma hen dra nat h Ma lhot ra	0 0 0 4 5 9 7	A A D P M 9 8 2 4 D	C & ED		24- Jun - 199 7	01- Apr- 2015		0 2- O ct - 1 9 4 4	NA		1	0	1	0	SC	Mr. Nare sh Malh otra, WT D of Co was also appoi nted as a Chair

																	man of the Board w.e.f . Feb 14, 2019 ..Mr. Nare sh Malh otra, WT D of Co was also appoi nted as a Chair man of the Boar d w.e.f . Feb 14, 2019 .	
M r.	Ra ma kris hna n San kar ana ray ana n	0 2 6 9 6 8 9 7	A A L P R 6 4 7 2J	ED	M D	11- Oct - 201 1	25- Jun- 2017			1 4- Oct - 1 9 7 0	NA		1	0	0	0		
M r.	Ko di Ra gha van Sri niv	0 0 1 2 4 4	A A E P K 6 5	ID		19- Feb - 200 4	30- Sep- 2019		3	3 0- Au g- 1 9	NA		1	1	2	0	AC,SC ,NRC	He was reapp ointe d as the ID of

	asa n	9	2 5 C						6 7										the Co unde r Act for a 2nd term of 5 cons ecuti ve yrs at the AG M of the Co held on Sep 30 2019 .He was reapp ointe d as the ID of the Co unde r Act for a 2nd term of 5 cons ecuti ve yrs at the AG M of the Co held on Sep 30 2019
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M r.	Riv kar an Singh Ch adh a	0 3 0 8 2 8 8	A A B P C 7 7 9 4 G	ID		29- Sep - 200 6	30- Sep- 2019		3	1 7- A u g- 1 9 7 6	NA		1	1	5	5	AC,SC ,NRC	He was reapp ointe d as ID of the Co unde r Act for a 2nd term of 5 cons ecuti ve yrs at the AG M of the Co held on Sep 30 2019 .He was reapp ointe d as ID of the Co unde r Act for a 2nd term of 5 cons ecuti ve yrs at the AG M of the Co
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																	held on Sep 30 2019	
M r.	Padma nabha Gopal Aiyar	0272981	AACPA659K	ID		03-Jul-2009	30-Sep-2019		3	04-Dec-1936	Yes	30-Sep-2019	1	1	3	0	AC,NRC	He was reappointed as the ID of the Co under Act for 2nd term of 5 consecutive yrs at the AG M of the Co held on Sep30 2019 .He was reappointed as the ID of the Co under Act for 2nd term of 5 consecutive

																		ve yrs at the AG M of the Co held on Sep3 0 2019
M rs .	Dr He mal ath a Thi aga raja n	0 7 1 4 4 8 0 3	A A D P T 7 5 8 7 Q	ID		31- Ma r- 201 5	24- Dec- 2015		5 7	1 1- A pr - 1 9 4 9	NA		1	1	0	0		She was reapp ointe d as the ID of the Co unde r Act wef Mar 31 2020 for 2nd term of 5 cons ecuti ve yrs at the AG M of the Co held on Sep 30 2019 .She was reapp ointe d as the

																	ID of the Co under Act wef Mar 31 2020 for 2nd term of 5 consecutive yrs at the AG M of the Co held on Sep 30 2019
M r.	Ud ai Dhawan	0348040	A A F D 08065 P	NED	14-Dec-2016	27-Sep-2017			17-Jan-1973	NA		2	0	4	0		
M r.	Samu Devvarajan	00878956	A O V S 7065 L	ID	14-Dec-2016	27-Sep-2017	36	31-Oct-1954	NA		2	2	5	1	AC,SC ,NRC	He was appointed as Additional ID of the Co wef Dec 14	

																	2016 and he was regularized as an ID at the AGM held on Sep 27 2017 .He was appointed as Additional ID of the Co wef Dec 14 2016 and he was regularized as an ID at the AGM held on Sep 27 2017
Mr.	Jai Anshu	080	AJP	NED		14-Nov-				07-S	NA		20	30		AC,SC ,NRC	

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Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rivkaran Singh Chadha	ID	Chairperson	27-May-2005	
2	Kodi Raghavan Srinivasan	ID	Member	27-May-2005	
3	Padmanabha Gopal Aiyar	ID	Member	14-Nov-2014	
4	Samu Devarajan	ID	Member	14-Dec-2016	
5	Jai Anshul Anil Ambani	NED	Member	14-Nov-2019	

Company Remarks	<p>Mr. Rivkaran Chadha, Mr. Kodi Raghavan Srinivasan and Mr. Padmanabha Gopal Aiyar were appointed as an Independent Director of the Company before the commencement of Companies Act, 2013, however on commencement of Companies Act 2013, and pursuant to Section 149 of the Companies Act, 2013, they were appointed as an Independent Director for a period of five years w.e.f December 24, 2014. Therefore their appointment date in respective Committees differs with their date of Appointment in the current term as mentioned in Composition of Board..Mr. Rivkaran Chadha, Mr. Kodi Raghavan Srinivasan and Mr. Padmanabha Gopal Aiyar were appointed as an Independent Director of the Company before the commencement of Companies Act, 2013, however on commencement of Companies Act 2013, and pursuant to Section 149 of the Companies Act, 2013, they were appointed as an Independent Director for a period of five years w.e.f December 24, 2014. Therefore their appointment date in respective Committees differs with their date of Appointment in the current term as mentioned in Composition of Board..Mr. Rivkaran Chadha, Mr. Kodi Raghavan Srinivasan and Mr. Padmanabha Gopal Aiyar were appointed as an Independent Director of the Company before the commencement of Companies Act, 2013, however on commencement of Companies Act 2013, and pursuant to Section 149 of the Companies Act, 2013, they were appointed as an Independent Director for a period of five years w.e.f December 24, 2014. Therefore their appointment date in respective Committees differs with their date of Appointment in the current term as mentioned in Composition of Board..Mr. Rivkaran Chadha, Mr. Kodi Raghavan Srinivasan and Mr. Padmanabha Gopal Aiyar were appointed as an Independent Director of the Company before the commencement of Companies Act, 2013, however on commencement of Companies Act 2013, and pursuant to Section 149 of the Companies Act, 2013, they were appointed as an Independent Director for a period of five years w.e.f December 24, 2014. Therefore their appointment date in respective Committees</p>
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Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rivkaran Singh Chadha	ID	Chairperson	27-May-2005	
2	Kodi Raghavan Srinivasan	ID	Member	27-May-2005	
3	Naresh Mahendranath Malhotra	C & ED	Member	14-Feb-2011	
4	Samu Devarajan	ID	Member	14-Dec-2016	
5	Jai Anshul Anil Ambani	NED	Member	14-Nov-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rivkaran Singh Chadha	ID	Chairperson	27-May-2005	
2	Samu Devarajan	ID	Member	14-Dec-2016	
3	Kodi Raghavan Srinivasan	ID	Member	27-May-2005	
4	Padmanabha Gopal Aiyar	ID	Member	27-Aug-2010	
5	Jai Anshul Anil Ambani	NED	Member	14-Nov-2019	

Company Remarks	
Whether Permanent	Yes

chairperson appointed	
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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
13-Aug-2019	29-Oct-2019	Yes	6	3
22-Aug-2019	14-Nov-2019	Yes	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	67

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	13-Aug-2019	29-Oct-2019	Yes	2	2
Audit Committee	22-Aug-2019	14-Nov-2019	Yes	2	2
Stakeholders Relationship Committee	13-Aug-2019	14-Nov-2019	Yes	4	3
Nomination & Remuneration Committee		14-Nov-2019	Yes	4	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	67

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	

<p>Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions</p>	<p>Disclosure of *material transactionnnnWith related party by Prime Focus Limited (PFL)nnName of Related PartyntnnNature of TransactionntnnAmount (Rs. in crores)nnnnnMr. Naresh Malhotrann(Promoter Director)ntnnPFL has availed security in the form of pledge/lien/encumbrance of 1,08,54,395 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as onDec 31, 2019ntnn-nnnnnMr. Namit Malhotra (Promoter Director)ntnnPFL has availed security in the form of pledge pledge/lien/encumbrance of 29,88,790 equity shares held by Mr. Namit Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as onDec 31, 2019ntnn-nnnnnMonsoon Studio Private Limited (Promoter Group Company)ntnn-nntnn-nnnnnDNEG Creative Services LimitedntnnBusiness Transfer Agreement has been executed on Oct 7,2019 betweenPFL & DNEG Creative Services Ltd,step down subsidiary of PFL, for sale of its business division, VFX business, asgoing concern, onslump sale basis, byPFL to DNEG (the BTA), for consideration of upto Rs270 cr, subject to closing adjustments, if any, as specified in the BTA.ntnn270 crnnnn* 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..Disclosure of *material transactionnnnWith related party by Prime Focus Limited (PFL)nnName of Related PartyntnnNature of TransactionntnnAmount (Rs. in crores)nnnnnMr. Naresh Malhotrann(Promoter Director)ntnnPFL has availed security in the form of pledge/lien/encumbrance of 1,08,54,395 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as onDec 31, 2019ntnn-nnnnnMr. Namit Malhotra (Promoter Director)ntnnPFL has availed security in the form of pledge pledge/lien/encumbrance of 29,88,790 equity shares held by Mr. Namit Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as onDec 31, 2019ntnn-nnnnnMonsoon Studio Private Limited (Promoter Group Company)ntnn-nntnn-nnnnnDNEG Creative Services LimitedntnnBusiness Transfer Agreement has been executed on Oct 7,2019 betweenPFL & DNEG Creative Services Ltd,step down subsidiary of PFL, for sale of its business division, VFX business, asgoing concern, onslump sale basis, byPFL to DNEG (the BTA), for consideration of upto Rs270 cr, subject to closing adjustments, if any, as specified in the BTA.ntnn270 crnnnn* 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.</p>
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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) - **Not applicable**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **PARINA SHAH**
Designation : **Company Secretary & Compliance Officer**