

Format to be submitted by listed entity on quarterly basis

Annexure I

1. Name of Listed Entity: Prime Focus Limited
2. Quarter ending: March 31, 2018

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 of Director (in months)*	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.	Namit Malhotra	PAN: AACPM0384K DIN:00004049	Chairman – Executive	June 25, 2017	N.A.	1	Nil	Nil
Mr.	Naresh Malhotra	PAN: AADPM9824D DIN: 00004597	Executive	April01, 2015	N.A.	1	1	Nil
Mr.	Ramakrishnan Sankaranarayanan	PAN: AALPR6472J DIN: 02696897	Executive	June 25, 2017	N.A.	1	Nil	Nil

Mr.	Kodi Raghavan Srinivasan	PAN: AAEPK6525C DIN: 00012449	Non-Executive – Independent	December 24, 2014	39 months**	1	2	Nil
Mr.	Rivkaran Singh Chadha	PAN: AABPC7794G DIN: 00308288	Non-Executive – Independent	December 24, 2014	39 months***	1	5	5
Mr.	Padmanabha Gopal Aiyar	PAN: AACPA2659K DIN: 02722981	Non-Executive - Independent	December 24, 2014	39 months****	1	3	Nil
Mrs.	Dr. Hemalatha Thiagarajan	PAN: AADPT7587Q DIN: 07144803	Non-Executive – Independent	March 31, 2015	36 months*****	1	Nil	Nil
Mr.	Amit Bapna	PAN: AAYPB9659A DIN: 00008443	Non – Executive (Nominee of Reliance MediaWorks Limited)	September 16, 2015	N.A.	2	6	Nil
Mr.	Udai Dhawan	PAN: AAFPD8065P DIN: 03048040	Non-Executive Director -(Nominee of Standard Chartered Private Equity (Mauritius) III Limited and Standard Chartered Private Equity (Mauritius) Limited)	December 14, 2016	N.A.	2	3	Nil

Mr.	Samu Devarajan	PAN: AOVPS7065L DIN: 00878956	Non-Executive Independent Director	December 14, 2016	15 months *****	2	6	2
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§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 hypen.

*to be filed only for Independent Director, tenure would mean total period from which Independent Director is serving on Board of Directors of 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.

**** Mr. Padmanabha Gopal Aiyar was appointed as an Independent Director w.e.f July 3, 2009 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.

***** Mrs. Dr. Hemalatha Thiagarajan was appointed as an Additional Independent Director w.e.f March 31, 2015 for a period of five years and was regularized as Independent Director under the Companies Act, 2013 at the Annual General Meeting of the Company held on December 24, 2015.

***** Mr. Samu Devarajan was appointed as Additional Independent Director of the Company w.e.f. December 14, 2016 and he was regularized as an Independent Director at the Annual General Meeting held on September 27, 2017.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1.Audit Committee	Mr. Rivkaran Chadha	Chairperson
	Mr. Kodi Raghavan Srinivasan	Independent Director
	Mr. Padmanabha Gopal Aiyar	Independent Director
	Mr. Amit Bapna	Nominee Non-Executive Director
	Mr. Samu Devarajan	Independent Director
2.Nomination & Remuneration Committee	Mr. Rivkaran Chadha	Chairperson
	Mr. Kodi Raghavan Srinivasan	Independent Director
	Mr. Padmanabha Gopal Aiyar	Independent Director
	Mr. Amit Bapna	Nominee Non-Executive Director
	Mr. Samu Devarajan	Independent Director
3.Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4. Stakeholders' Relationship Committee	Mr. Rivkaran Chadha	Chairperson
	Mr. Kodi Raghavan Srinivasan	Independent Director
	Mr. Naresh Malhotra	Executive Director

		Mr. Amit Bapna	Nominee Non-Executive Director		
		Mr. Samu Devarajan	Independent Director		
<p>& 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</p>					
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>		
October 04, 2017	February 14, 2018		68 Days		
November 14, 2017					
December 07, 2017					
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	February 13, 2018	Yes	Audit Committee	November 13, 2017	92
Nomination and remuneration committee	February 13, 2018	Yes	-	-	-
Stakeholders Relationship Committee	February 13, 2018	Yes	Stakeholders Relationship Committee	November 13, 2017	91

*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 ”
<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	

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
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. The report submitted in the previous quarter has been placed before Board of Directors. Report for the quarter ended March 31, 2018 will be placed before the Board of Directors at the forthcoming Board meeting.

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 2,18,94,395 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on March 31, 2018	--
Mr. Namit Malhotra (Promoter Director)	PFL 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 on March 31, 2018	--
Monsoon Studio Private Limited (Promoter Group Company)	-	--

* *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.*

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year - March 31, 2018 (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes#	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programme imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes#
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes

Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <ol style="list-style-type: none"> 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. <p>#For the financial year 2017-18, details will be given in the Annual Report for the year ending 31st March, 2018</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		