

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

1. Name of Listed Entity: Prime Focus Limited
2. Quarter ending: September 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

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Mr.	Kodi Raghavan Srinivasan	PAN: AAEPK6525C DIN: 00012449	Non-Executive - Independent	December 24, 2014	1 year and 9months**	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 9months***	1	5	5
Mr.	Padmanabha Gopal Aiyar	PAN: AACPA2659K DIN: 02722981	Non-Executive - Independent	December 24, 2014	1 year and 9months*** *	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	1	Nil

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Mrs.	Dr. Hemalatha Thiagarajan	PAN: AADPT7587Q DIN: 07144803	Non-Executive – Independent	March 31, 2015	1 year 6 months	1	Nil	Nil
Mr.	Amit Bapna	PAN: AAYPB9659A DIN: 00008443	Non – Executive (Nominee of Reliance MediaWorks 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.

\*\*\*\* 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.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1.AuditCommittee	Mr. Rivkaran Chadha	Independent Director

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	Mr. Kodi Raghavan Srinivasan	Independent Director
	Mr. Padmanabha Gopal Aiyar	Independent Director
	Mr. Amit Bapna	Nominee Non-Executive Director
2.Nomination&RemunerationCommittee	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.RiskManagementCommittee(ifapplicable)	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		
<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting(if any)in the previous quarter</b>	<b>Date(s) of Meeting(if any)in the relevant Quarter</b>	<b>Maximum gap between any Two consecutive(in number of days)</b>
May 30, 2016	August 11, 2016	72

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**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." maybe 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
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 September 30, 2016 shall be placed before the Board of Directors at the forthcoming Board meeting.

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**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>
<b>Name of Committee</b>	<b>Date of meeting</b>		<b>Name of Committee</b>	<b>Date of meeting</b>	
Audit Committee	August 11, 2016	Yes	Audit Committee	May 30, 2016	Audit Committee – 72 Days
Stakeholders Relationship Committee	August 11, 2016		Stakeholders Relationship 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**

<i>Subject</i>	<i>Compliance status(Yes/No/NA)</i> 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"

## ANNEXURE III

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>FOR PRIME FOCUS LIMITED</b></p> <p></p> <p><b>PARINA SHAH</b>  <b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b>  Date: October 14, 2016</p>		

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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")**

<b>Name of the Related Party</b>	<b>Nature of Transaction</b>	<b>Amount (Rs. in crores)</b>
Mr. Naresh Malhotra (Promoter Director)	Prime Focus Ltd (PFL) has availed security in the form of pledge/lien/encumbrance of 4,82,57,328 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on September 30, 2016	--
Mr. Namit Malhotra (Promoter Director)	PFL has availed security in the form of pledge/pledge/lien/encumbrance of 1,19,00,000 equity shares held by Mr. Namit Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on September 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 September 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 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**



**Parina Shah**

**Company Secretary & Compliance Officer**

**Date: October 14, 2016**

**Place: Mumbai**