

**ANNEXURE I**

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

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

**i. Composition Of Board Of Director**

T i t l e  ( M r / M s )	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl uding this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr.	Namit Naresh Malhotra	000040449	AA CP M0 38 4K	NED		25- Jun- 2017			1	0	0		
Mr.	Naresh Mahendranath Malhotra	00004597	AA DP M9 38 4D	C & ED		01- Apr- 2015			1	1	0		
Mr.	Ramakrishnan	0	AA	ED	M	25-			1	0	0		

	Sankaranarayanan	2696897	LP R6 47 2J		D	Jun-2017							
Mr.	Kodi Raghavan Srinivasan	00012449	AA EP K6 52 5C	ID		24-Dec-2014	51	1	2	0			
Mr.	Rivkaran Singh Chadha	00308288	AA BP C7 79 4G	ID		24-Dec-2014	51	1	5	5			
Mr.	Padmanabha Gopal Aiyar	02722981	AA CP A2 65 9K	ID		24-Dec-2014	51	1	3	0			
Mr s.	Dr. Hemalatha Thiagarajan	07144803	AA DP T7 58 7Q	ID		31-Mar-2015	48	1	0	0			
Mr.	Udai Dhawan	03048040	AA FP D8 06 5P	NED		14-Dec-2016		2	4	0			
Mr.	Samu Devarajan	00	AO VP	ID		14-Dec-	27	2	6	2			

		8	S7			2016							
		7	06										
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		9											
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		6											

Company Remarks	<p>1. Mr. Kodi Raghavan Srinivasan was appointed as an Independent Director w.e.f.19/02/04 as per Clause 49 of the erstwhile listing agreement. He was appointed as Independent Director under the Companies Act, 2013 for a period of 5 years at theAGM of the Company held on 24/12/14. 2.Mr. Rivkaran Singh Chadha was appointed as an Independent Director w.e.f.27/05/05 as per Clause 49 of the erstwhile listing agreement. He was appointed as Independent Director under the Companies Act, 2013 for a period of 5 years at theAGM of the Company held on 24/12/14.3.Mr. Padmanabha Gopal Aiyar was appointed as an Independent Director w.e.f 03/07/09 as per Clause 49 of the erstwhile listing agreement. He was appointed as Independent Director under the Companies Act, 2013 for a period of 5 years at theAGM of the Company held on 24/12/14. 4.Dr. (Mrs.)Hemalatha Thiagarajan was appointed as an Additional Independent Director w.e.f 31/03/15 for a period of 5 years and was regularized as Independent Director under the Companies Act, 2013 at the AGM of the Company held on 24/12/15.5. Mr. Samu Devarajan was appointed as Additional Independent Director of the Company w.e.f. 14/12/16 and he was regularized as an Independent Director at the AGM held on 27/09/17. n6. Designation of Mr. Namit Malhotra was changed from Chief Executive Officer, Chairman, Executive Director to Non Executive Director of the Company with effect from 14/02/197. Mr. Naresh Malhotra, Whole Time Director of the Company was also appointed as a Chairman of the Board w.e.f. 14/02/19.</p>
Whether Permanent chairperson appointed	Yes

## 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	

Company Remarks	<p>.nMr. 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.</p>
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	

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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**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
30-Oct-2018	14-Feb-2019
02-Nov-2018	
13-Nov-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	92

**iv. Meeting of Committees**

Name of the Committee	Date(s) of	Date(s) of	Requirement of	Whether
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	meeting during of the committee in the previous quarter	meeting of the committee in the relevant quarter	Quorum met (details)	requirement of Quorum met (Yes/No)
Audit Committee	13-Nov-2018	14-Feb-2019		Yes
Stakeholders Relationship Committee	13-Nov-2018	14-Feb-2019		Yes
Nomination & Remuneration Committee		14-Feb-2019		Yes

Company Remarks	A meeting of the Audit Committee was also held on October 30, 2018 in the previous quarter
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	92

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Terms and conditions of appointment of	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Composition of various committees of	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Code of conduct of board of directors and	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Details of establishment of vigil mechanism/	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Criteria of making payments to non-	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Policy on dealing with related party	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Policy for determining 'material' subsidiaries	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Details of familiarization programs imparted	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Contact information of the designated officials of the listed	Yes		<a href="http://www.primefocus.com/investor-">http://www.primefocus.com/investor-</a>
email address for grievance redressal and	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Financial results	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Shareholding pattern	Yes		<a href="http://www.primefocus.co">http://www.primefocus.co</a>
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Vigil Mechanism</i>	22	Not Applicable	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	<b>nFees/Compensation details will be provided in Annual Report of Financial Year ended 2018-19</b>
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **Parina Shah**  
**Designation** : **Company Secretary & Compliance Officer**