



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
VANCOUVER

Date: October 14, 2015

To,
The National Stock Exchange of India
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.: 22723121/2037/2039

Sub: Clause 49 – Report on Corporate Governance for the quarter ended September 30, 2015

Dear Sir/ Madam,

Pursuant to the provisions of Clause 49 of the Listing Agreement, kindly find attached herewith, Report on Corporate Governance for the quarter ended September 30, 2015.

Kindly take the same on record and acknowledge the receipt.

Thanking you.

**Yours Faithfully,
For Prime Focus Limited**

**Parina Shah
Company Secretary**



Encl: as above



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
VANCOUVER

Quarterly Compliance Report on Corporate Governance

Name of the Company : **Prime Focus Limited**
Quarter ending on : **September 30, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	No	Due to the appointment of Mr. Amit Bapna as a Non-Executive Non-Independent 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.
(B) Independent Directors	49(IIB)	Yes	--
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	--
(D) Other provisions as to Board and committees	49 (IID)	Yes	--
(E) Code of Conduct	49 (IIE)	Yes	--
(F) Whistle Blower Policy	49 (IIF)	Yes	--
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	--
(B) Meeting of Audit Committee	49(IIIB)	Yes	--
(C) Powers of Audit Committee	49 (IIIC)	Yes	--
(D) Role of Audit Committee	49 (IIID)	Yes	--
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	--
IV. Nomination and Remuneration Committee	49(IV)	Yes	--
V. Subsidiary Companies	49 (V)	Yes	--
VI. Risk Management	49 (VI)	Yes	--
VII. Related Party Transactions	49 (VII)	Yes	--
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49(VIII A)	Yes Annex-1	--
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	--
(C) Remuneration of Directors	49 (VIII C)	Yes	--
(D) Management	49 (VIII D)	Yes	--
(E) Shareholders	49 (VIII E)	Yes	--
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	Yes	--
IX. CEO/CFO Certification	49 (IX)	Yes	--
X. Report on Corporate Governance	49 (X)	Yes	--
XI. Compliance	49 (XI)	Yes	--

Date: October 14, 2015
Place: Mumbai



For Prime Focus Limited
Bhah
Parina Shah
Company Secretary & Compliance Officer



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
VANCOUVER

Annex-1

**Clause 49(VIII 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)	PFL has availed security in the form of pledged of 5,67,96,828 equity shares held by Mr. Naresh Malhotra against PFL's borrowing from various banks, etc. as on September 30, 2015	--

* *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.*

Date: October 14, 2015
Place: Mumbai



For Prime Focus Limited
Shah
Parina Shah
Company Secretary & Compliance Officer