

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Prime Focus Limited**
 2. Quarter ending - **30-Jun-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		14- Feb- 2019			0	0	0		
Mr.	Naresh Mahendranath Malhotra	00004597	AA DP M9 38 4D	C & ED		14- Feb- 2019			0	1	0	SC	
Mr.	Ramakrishnan	0	AA	ED	M	25-			0	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		54	1	2	0	AC,SC, NRC	
Mr.	Rivkaran Singh Chadha	00308288	AA BP C7 79 4G	ID		24-Dec-2014		54	1	5	5	AC,SC, NRC	
Mr.	Padmanabha Gopal Aiyar	02722981	AA CP A2 65 9K	ID		24-Dec-2014		54	1	3	0	AC,NR C	
Mr s.	Dr Hemalatha Thiagarajan	07144803	AA DP T7 58 7Q	ID		24-Dec-2015		51	1	0	0		
Mr.	Udai Dhawan	03048040	AA FP D8 06 5P	NED		27-Sep-2017			0	4	0		
Mr.	Samu Devarajan	00	AO VP	ID		27-Sep-		30	2	5	1	AC,SC, NRC	

		8	S7			2017							
		7	06										
		8	5L										
		9											
		5											
		6											

Company Remarks	nnnnnn1. Mr. K R Srinivasan appointed as an ID w.e.f Feb 19, 2004 as per CI 49 of the erstwhile listing agreement. He was appointed as ID under the Cos Act, 2013 for a period of 5 yrs at the AGM of the Co. held on Dec 24, 2014. 2. Mr. R Chadha was appointed as an ID w.e.f May 27, 2005 as per CI 49 of the erstwhile listing agreement. He was appointed as ID under the Cos Act, 2013 for a period of 5 years at the AGM of the Co held on Dec 24, 2014.3. Mr. Padmanabha Gopal Aiyar was appointed as an ID w.e.f July 3, 2009 as per Clause 49 of the erstwhile listing agreement. He was appointed as ID under the Cos Act, 2013 for a period of 5 yrs at the AGM of the Co held on Dec 24, 2014.4. Dr. Hemalatha Thiagarajan was appointed as an Add ID w.e.f Mar 31, 2015 for a period of 5 yrs and was regularized as ID under the Cos Act, 2013 at the AGM of the Co held on Dec 24, 2015.5. Mr. Samu Devarajan was appointed as Additional ID of the Co w.e.f. Dec 14, 2016 and he was regularized as an ID at the AGM held on Sep 27, 2017. 6. Designation of Mr. Namit Malhotra was changed from CEO, Chairman, Executive Director to NED of the Co with effect from Feb 14, 2019.7. Mr. Naresh Malhotra, WTD of the Co was also appointed as a Chairman of the Board w.e.f. Feb 14, 2019.
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	.nnMr. 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.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
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No.				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
14-Feb-2019	30-May-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	104

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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee		14-Feb-2019	3	Yes
Audit Committee		30-May-2019	4	Yes

Nomination & Remuneration Committee		14-Feb-2019	3	Yes
Nomination & Remuneration Committee		30-May-2019	4	Yes
Stakeholders Relationship Committee		14-Feb-2019	4	Yes
Stakeholders Relationship Committee		30-May-2019	4	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

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	

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**