

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **PRIME FOCUS LIMITED**
 2. Quarter ending - **March 31, 2020**

i. Composition Of Board Of Director

T i t l e (M r / M s)	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	N a m i t N a r e s h M a l h o t r a	0 0 0 4 0	A A C P M 0 3	N E D		24- J u n - 1 9 9 7	14- F e b- 2 0 1 9			0 2- A p r - 1 9	N A		1	0	0	0		D e s i g n a t i o n o f M r. N a m i t M a l h

		49	84K						76								otra was changed from Chief Executive Officer, Chairman, Executive Director to Non Executive Director of the Company with effect from February 14, 2019
Mr.	Narash Mahendra Nath Malhotra	0004597	AA DP 59824D	C & ED		24-Jun - 1997	01-Apr-2015		02-Oct - 1944	NA		10	10	10	SC	Mr. Naresh Malhotra, Whole Time Director of the Company was also appointed as a Chair	

																		man of the Boar d w.e.f . Febr uary 14, 2019 .
M r.	Ra ma kris hna n San kar ana ray ana n	0 2 6 9 6 8 9 7	A A L P R 6 4 7 2J	ED	M D	11- Oct - 201 1	25- Jun- 2017			1 4- Oct - 1 9 7 0	NA		1	0	0	0		
M r.	Ko di Ra gha van Sri niv asa n	0 0 1 2 4 4 9	A A E P K 6 5 2 5 C	ID		19- Feb - 200 4	30- Sep- 2019	6	3 0- A u g- 1 9 6 7	NA		1	1	2	0	AC,SC ,NRC		
M r.	Riv kar an Sin gh Ch adh a	0 0 3 0 8 2 8 8	A A B P C 7 7 9 4 G	ID		29- Sep - 200 6	30- Sep- 2019	6	1 7- A u g- 1 9 7 6	NA		1	1	5	5	AC,SC ,NRC		
M r.	Pad ma nab ha Go pal	0 2 7 2 2 9	A A C P A 2 6	ID		03- Jul- 200 9	30- Sep- 2019	6	0 4- Dec - 1 9	Yes	3 0- Sep - 2 0	1	1	3	0	AC,N RC		

	Aiyar	81	59K						36		19						
Mrs.	Dr Hemalatha Thiagarajan	0744803	AADPT87587Q	ID		31-Mar-2015	31-Mar-2020		1	11-Apr-1949	Yes	30-Sep-2019	1	1	0	0	
Mr.	Udai Dhawan	0304800	AADFDD065P	NED		14-Dec-2016	27-Sep-2017			17-Jan-1973	NA		2	0	4	0	
Mr.	Samu Devarajan	08078956	AOVPS7665L	ID		14-Dec-2016	27-Sep-2017		39	31-Oct-1954	NA		2	2	5	1	AC,SC,NRC
Mr.	Jai Anshul Anil Ambani	0805458	AJPAA3716P	NED		14-Nov-2019				07-Sep-1995	NA		1	0	2	0	AC,SC,NRC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

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	
5	Jai Anshul Anil Ambani	NED	Member	14-Nov-2019	

Company Remarks	.Mr. 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. 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	
5	Jai Anshul Anil Ambani	NED	Member	14-Nov-2019	

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	

5	Jai Anshul Anil Ambani	NED	Member	14-Nov-2019	
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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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
29-Oct-2019	14-Feb-2020	Yes	6	4
14-Nov-2019	11-Mar-2020	Yes	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	29-Oct-2019		Yes	2	2
Audit Committee	14-Nov-2019		Yes	2	2
Audit Committee		14-Feb-2020	Yes	3	3
Stakeholders Relationship Committee	14-Nov-2019		Yes	4	3
Stakeholders Relationship Committee		14-Feb-2020	Yes	3	2
Nomination & Remuneration Committee	14-Nov-2019		Yes	4	4
Nomination & Remuneration Committee		14-Feb-2020	Yes	3	3
Nomination & Remuneration Committee		11-Mar-2020	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

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	<p>Disclosure of *material transaction nWith related party by Prime Focus Limited (“PFL”)nnnnnn Name of the Related PartynnNature of TransactionnnAmount (Rs. in crores)nnMr. Naresh Malhotra(Promoter Director)nnPrime Focus Ltd (PFL) has availed security in the form of pledge/lien/encumbrance of 1,08,54,395 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL’s borrowing from various banks/ institutions as onMarch 31, 2020nn-nnnMr. Namit Malhotra(Promoter Director)nnPFL 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 onMarch 31, 2020nn--nnnMonsoon Studio Private Limitedn(Promoter Group Company)nn-nn--nn* 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.</p>
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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:

%affirmComments%

Name : %affirmName%
Designation : %affirmDesignation%

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://www.primefocus.com
Terms and conditions of appointment of	Yes		http://www.primefocus.com
Composition of various committees of	Yes		http://www.primefocus.com
Code of conduct of board of directors and	Yes		http://www.primefocus.com
Details of establishment of vigil mechanism/	Yes		http://www.primefocus.com
Criteria of making payments to non-	Yes		http://www.primefocus.com
Policy on dealing with related party	Yes		http://www.primefocus.com
Policy for determining 'material' subsidiaries	Yes		http://www.primefocus.com
Details of familiarization programs imparted	Yes		http://www.primefocus.com
Email address for grievance redressal and other relevant details entity who are	Yes		http://www.primefocus.com/investor
Contact information of the designated	Yes		http://www.primefocus.com
Financial results	Yes		http://www.primefocus.com
Shareholding pattern	Yes		http://www.primefocus.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		http://www.primefocus.com/investor
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		http://www.primefocus.com
Credit rating or revision in credit rating	Yes		http://www.primefocus.com
Separate audited financial statements of	Yes		http://www.primefocus.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.primefocus.com/investor
Materiality Policy as per Regulation 30	Yes		http://www.primefocus.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		http://www.primefocus.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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 & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	No	The Company has already appointed
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Not Applicable	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D & O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Not Applicable	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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Other Information	
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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. - **No**

Other Information	The Listed entity has approved Material Subsidiary Policy, however, corporate governance requirements with respect to appointment of Independent Director of the Company on the Board of unlisted material subsidiaries, incorporated outside India have not been complied with. The Company is in the process to comply with the same.
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Name : **PARINA SHAH**
Designation : **Company Secretary & Compliance Officer**