

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Prime Focus Limited**
 2. Quarter ending - **30-Sep-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Namit Naresh Malhotra	00004049	AACPM0384K	NED		24-Jun-1997	14-Feb-2019			02-Apr-1976	1	0	0	0		
Mr.	Naresh Mahendranath Malhotra	00004597	AADPM9824D	C & ED		24-Jun-1997	01-Apr-2015			02-Oct-1944	1	0	1	0	SC	
Mr.	Ramakrishnan	02696897	AALPR6472J	ED	MD	11-Oct-2011	25-Jun-2017			14-Oct-1970	1	0	0	0		

	Sankaran arayanan															
Mr.	Kodi Raghavan Srinivasan	00012449	AAEPK6525C	ID		19-Feb-2004	30-Sep-2019		1	30-Aug-1967	1	1	2	0	AC,SC, NRC	
Mr.	Rivkaran Singh Chadha	00308288	AABPC7794G	ID		29-Sep-2006	30-Sep-2019		1	17-Aug-1976	1	1	5	5	AC,SC, NRC	
Mr.	Padmanabha Gopal Aiyar	02722981	AACPA2659K	ID		03-Jul-2009	30-Sep-2019		1	04-Dec-1936	1	1	3	0	AC,NRC	
Mrs.	Dr Hemalatha Thiagarajan	07144803	AADPT7587Q	ID		31-Mar-2015	24-Dec-2015		54	11-Apr-1949	1	1	0	0		
Mr.	Udai Dhawan	03048040	AAFPD8065P	NED		14-Dec-2016	27-Sep-2017			17-Jan-1973	2	0	4	0		
Mr.	Samu Devarajan	00878956	AOVPS7065L	ID		14-Dec-2016	27-Sep-2017		33	31-Oct-1954	2	2	5	1	AC,SC, NRC	

Company Remarks	<p>1. 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. Further, he was re-appointed as the Independent Director of the Company under the Companies Act, 2013 for a second term of five consecutive years at the Annual General Meeting of the Company held on September 30, 2019. n2. 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. Further, he was re-appointed as the Independent Director of the Company under the Companies Act, 2013 for a second term of five consecutive years at the Annual General Meeting of the Company held on September 30, 2019. n n3. Mr. Padmanabha Gopal Aiyar was appointed as an Independent Director w.e.f July 3, 2009 as per Clause 49 of the erstwhile listing</p>
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	<p>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. Further, he was re-appointed as the Independent Director of the Company under the Companies Act, 2013 for a second term of five consecutive years at the Annual General Meeting of the Company held on September 30, 2019. n n4. Dr. (Mrs.) Hemalatha Thiagarajan was appointed as an Additional Independent Director w.e.f March 31, 2015 for a period of five years and was regularized as Independent Director under the Companies Act, 2013 at the Annual General Meeting of the Company held on December 24, 2015 whose current term is expiring on March 30, 2020. Further, she was re-appointed as the Independent Director of the Company under the Companies Act, 2013 w.e.f March 31, 2020 for a second term of five consecutive years at the Annual General Meeting of the Company held on September 30, 2019. n n 5. Mr. Samu Devarajan was appointed as Additional Independent Director of the Company w.e.f. December 14, 2016 and he was regularized as an Independent Director at the Annual General Meeting held on September 27, 2017. n 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 February 14, 2019n n7. Mr. Naresh Malhotra, Whole Time Director of the Company was also appointed as a Chairman of the Board w.e.f. February 14, 2019.</p>
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	

Company Remarks	<p>.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</p>
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	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	

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
30-May-2019	13-Aug-2019	Yes	6	3
	22-Aug-2019	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	74

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	30-May-2019		Yes		
Audit Committee		13-Aug-2019	Yes	3	3
Audit Committee		22-Aug-2019	Yes	2	2
Stakeholders Relationship Committee	30-May-2019		Yes	4	3
Stakeholders Relationship Committee		13-Aug-2019	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	74

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**

ANNEXURE III**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : **Parina Shah**
Designation : **Company Secretary & Compliance Officer**