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Date: April 15, 2016

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: Regulation 27(2)- Report on compliance with corporate Governance for the quarter ended March 31, 2016

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD/ 5 /2015 dated September 24, 2015, kindly find enclosed herewith Report on compliance with corporate Governance for the quarter ended March 31, 2016.

Kindly take the same on record and acknowledge the receipt.

Thanking you.

**Yours Faithfully,
For Prime Focus Limited**

**Parina Shah
Company Secretary and Compliance Officer**

Encl: as above

Format to be submitted by listed entity on quarterly basis

Annexure I

1. Name of Listed Entity: Prime Focus Limited
2. Quarter ending: March 31, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/ Non- Executive/in dependent/ Nominee) &	Date of Appointme nt in the current term /cessation	Tenure*	No of Directorshi p in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation s)	Number of membershi ps in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Namit Malhotra	PAN: AACPM0384K DIN: 00004049	Chairman - Executive	June 25, 2014	N.A.	1	Nil	Nil
Mr.	Naresh Malhotra	PAN: AADPM9824D DIN: 00004597	Executive	December 24, 2014	N.A.	1	1	Nil
Mr.	Ramakrishnan Sankaranarayan an	PAN: AALPR6472J DIN: 02696897	Executive	June 25, 2014	N.A.	1	Nil	Nil
Mr.	Srinivasan Kodi Raghavan	PAN: AAEPK6525C DIN: 00012449	Non-Executive - Independent	December 24, 2014	1 year and 3 months**	1	2	Nil

Mr.	Nainesh Jaisingh	PAN: ABOPJ6815F DIN: 00061014	Non-Executive - (Nominee of Standard Chartered Private Equity (Mauritius) III Limited and Standard Chartered Private Equity (Mauritius) Limited	November 5, 2012	N.A.	2	4	Nil
Mr.	Rivkaran Singh Chadha	PAN: AABPC7794G DIN: 00308288	Non-Executive Independent	December 24, 2014	1 year and 3 months** *	1	5	2
Mr.	Padmanabha Gopal Aiyar	PAN: AACPA2659K DIN: 02722981	Non-Executive Independent	December 24, 2014	1 year and 3 months** **	1	1	Nil
Mr.	Vibhav Niren Parikh	PAN: AGUPP9125B DIN: 00848207	Non - Executive - Alternate Director (Alternate to Mr. Nainesh Jaisingh)	November 5, 2012	N.A.	1	2	Nil



Mrs.	Dr. Hemalatha Thiagarajan	PAN: AADPT7587Q DIN: 07144803	Non-Executive – Independent	March 31, 2015	1 year	1	Nil	Nil
Mr.	Amit Bapna	PAN: AAYPB9659A DIN: 00008443	Non – Executive (Nominee of Reliance MediaWorks Limited)	September 16, 2015	N.A.	1	7	Nil

\$PAN number of any director would not be displayed on the website of Stock Exchange

⊘Category of directors means executive/ non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Mr. Srinivasan Kodi Raghavan 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.

*** 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.

**** Mr. Padmanabha Gopal Aiyar was appointed as an Independent Director w.e.f July 3, 2009 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.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/independent/ Nominee) \$

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1. Audit Committee	Mr. Rivkaran Chadha Mr. Nainesh Jaisingh or his alternate Mr. Vibhav Parikh Mr. Srinivasan Kodi Raghavan Mr. Padmanabha Gopal Aiyar Mr. Amit Bapna	Independent Director Non-Executive Director Independent Director Independent Director Non-Executive Director
2. Nomination & Remuneration Committee	Mr. Rivkaran Chadha Mr. Nainesh Jaisingh or his alternate Mr. Vibhav Parikh Mr. Srinivasan Kodi Raghavan Mr. Padmanabha Gopal Aiyar Mr. Amit Bapna	Independent Director Non-Executive Director Independent Director Independent Director Non-Executive Director
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Mr. Rivkaran Chadha Mr. Nainesh Jaisingh or his alternate Mr. Vibhav Parikh Mr. Srinivasan Kodi Raghavan Mr. Naresh Malhotra Mr. Amit Bapna	Independent Director Non-Executive Director Independent Director Executive Director Non-Executive Director
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
November 7, 2015	February 11, 2016	95 days
IV. Meeting of Committees		

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<i>Date(s) of meeting of the committee in the relevant quarter</i>		<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>		<i>Maximum gap between any two consecutive meetings in number of days*</i>
Name of Committee	Date of meeting	Yes	Name of Committee	Date of meeting	Audit Committee – 95 days
Audit Committee	February 11, 2016		Audit Committee	November 7, 2015	
Stakeholders Relationship Committee'	February 11, 2016		Nomination & Remuneration Committee	November 7, 2015	
			Stakeholders Relationship Committee'	November 7, 2015	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{refer note below}
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
Details of material related party transactions as per Clause 27(2)(b) of Listing Regulations	As per “ Annexure A ”

Note:

- 1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
- 2 If status is “No” details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Due to the appointment of Mr. Amit Bapna as a Non-Executive 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.**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) - **The Company has constituted a Risk Management Committee even though the same is not applicable to the Company.**
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Report for the quarter ended March 31, 2016 shall be placed before the Board of Directors at the forthcoming Board meeting.

FOR PRIME FOCUS LIMITED

Shah

PARINA SHAH

COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: April 15, 2016

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given

Annexure-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)	Prime Focus Ltd (PFL) has availed security in the form of pledge/lien/encumbrance of 5,28,26,828 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on March 31, 2016	--
Mr. Namit Malhotra (Promoter Director)	PFL has availed security in the form of pledge pledge/lien/encumbrance of 1,49,00,000 equity shares held by Mr. Namit Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on March 31, 2016	--
Monsoon Studio Private Limited (Promoter Group Company)	PFL has availed security in the form of pledge /lien/encumbrance of 44,29,172 equity shares held by Monsoon Studio Private Limited against PFL's borrowing from various banks/ institutions as on March 31, 2016	--

* *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: April 15, 2016
Place: Mumbai

For Prime Focus Limited

Shah

Parina Shah
Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year - March 31, 2016 (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes#	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No*
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for	17(4)	Yes



appointments		
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes#
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A (as on 31 st March, 2015). However the Board of Directors has voluntarily constituted a Risk Management Committee
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note		
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in		



accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

#For the financial year 2015-16, details will be given in the Annual Report for the year ending 31st March, 2016

* The number of Independent Directors required on the Board has been increased to 5 (Currently 4 Independent Directors present on the Board) with the appointment of Mr. Amit Bapna as Non-Executive Director w.e.f. 16th September 2015. The Company has initiated necessary steps to comply with this requirement at the earliest.

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.

Date: April 15, 2016

Place: Mumbai

For Prime Focus Limited



Shah

Parina Shah

Company Secretary & Compliance Officer