

**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-2020**

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	Name of the Dir ect or	D I N	P A N	Cat eg ory (Ch air pers on / Exe cut iv e/ No n- Exe cut iv e/ Inde pend ent/ Nomi nee)	S u b C at eg o r y	Ini tia l D ate of A pp oi nt me nt	Dat e of App oi nt me nt	Dat e of ces sati on	T e n ur e	D at e of Bir th	Wh eth er spe cial res olut ion pas sed ?	D at e of p a ss in g s p e ci al res olut ion	N o. of Di rec tor s hi p in lis ted ent itie s in clu ding this lis ted ent ity	No of Inde pend ent Dire ctor ship in lis ted entitie s in clud ing this lis ted ent ity	No of me m bers hips in Au dit/ Sta keh old er Com mit tee(s) in clud ing this lis ted ent ity	No of po st of Ch air pers on in Au dit/ St ak eh old er Com mit tee hel d in lis ted ent itie s in clud ing this lis ted ent ity	Me m bers hip in Com mit tees of the Com pany	Rem arks
M r.	Na mit Nar esh Ma lhot ra	0 0 0 4 0 4	A A C P M O O 3	NED		24- Jun - 199 7	14- Feb- 2019			0 2- Apr - 1 9	NA		1	0	0	0		

		9	8 4 K						7 6								
M r.	Nar esh Ma hen dra nat h Ma lhot ra	0 0 0 4 5 9 7	A A D P M 9 8 2 4 D	C & ED		24- Jun - 199 7	01- May- 2020			0 2- O ct - 1 9 4 4	NA		1 0		1 0		SC
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	NED		11- Oct - 201 1	25- Jun- 2020			1 4- O ct - 1 9 7 0	NA		1 0		0 0		
M r.	Ko di Ra gha van Sri niv asa n	0 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		9	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		9	1 7- A u g- 1 9 7 6	NA		1 1		4 4		AC,SC ,NRC
M r.	Pad ma nab ha Go pal	0 2 7 2 2 9	A A C P A 2	ID		03- Jul- 200 9	30- Sep- 2019		9	0 4- D ec - 1	Yes	3 0- S ep - 2	1 1		2 0		AC,N RC

	Aiyar	81	659K						936		019						
Mrs.	Dr Hemalatha Thiagarajan	07144803	AADPT7587Q	ID		31-Mar-2015	31-Mar-2020		3	Yes	30-Sep-2019	1	1	0	0		
Mr.	Udai Dhawan	03048040	AADFDD065P	NED		14-Dec-2016	27-Sep-2017			NA	17-Jan-1973	2	0	3	0		
Mr.	Samu Devarajan	00878956	AADOVPS7065L	ID		14-Dec-2016	27-Sep-2017		42	NA	31-Oct-1954	2	2	5	1	AC,SC,NRC	
Mr.	Jai Anshul Anil Ambani	0805458	AJPAA3716P	NED		14-Nov-2019				NA	07-Sep-1995	1	0	2	0	AC,SC,NRC	

Company Remarks	Srinivasan,Rivkaran &Aiyar re-appointed asID for 2nd termof5 yrs at AGM on Sep30,2019.Hemalatha re-appointed as ID wef Mar31,2020 for2nd termof5 yrs at AGM on Sep 30,2019.Devarajan ws appointed as Add IDwef Dec14,2016 &regularized as anID at AGM on Sep27,2017for a period of 5yrs wefdate of appointment as Add director.Naresh appointed as Chairman&WTD for period of 3yrs wef May1,2020 upto Apr30,2023.Ramakrishnan cease to be MDwef June24,2020.However he continue asNEDwef June25, 2020n
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Whether Regular 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	.Rivkaran, Srinivasan & G P Aiyar were appointed as anID before the commencement of Companies Act, 2013 (Act), however on commencement of Act& pursuant to Sec 149 of the Act, they were appointed as ID for a period of 5 yrs w.e.f Dec 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	No

### 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	

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
14-Feb-2020		Yes	6	4
11-Mar-2020		Yes	5	3

Company Remarks	There was no Board meeting (BM) or Audit Committee meeting (ACM) held during the quarter ended June 30, 2020".1. SEBI vide its circular No. SEBI/ THO/ CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 had extended the timeline for submission of financial results for March 31, 2020 under Regulation 33 to July 31, 2020. 2. SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and SEBI/ HO/CFD/ CMD1/ CIR/P/2020/110 dated June 26, 2020 has relaxed the maximum time gap of 120 days between two BM/ ACM's till July 31, 2020.
Maximum gap between any two consecutive (in number of days)	0

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	14-Feb-2020		Yes	3	3
Stakeholders Relationship Committee	14-Feb-2020		Yes	3	2
Nomination & Remuneration Committee	14-Feb-2020		Yes	3	3
Nomination & Remuneration Committee	11-Mar-2020		Yes	3	3

Company Remarks	There was no Board meeting (BM) or Audit Committee meeting (ACM) held during the quarter ended June 30, 2020.n1. SEBIvide its circular No. SEBI/ THO/ CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 had extended the timeline for
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	submission of financial results for Mar 31, 2020 under Regulation 33 to July 31, 2020. n2. SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated Mar 19, 2020 and SEBI/ HO/CFD/ CMD1/ CIR/P/2020/110 dated June 26, 2020 has relaxed the maximum time gap of 120 days between two BM/ ACM's till July 31, 2020.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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><b>Disclosure of *material transaction With related party by Prime Focus Limited ("PFL")</b></p> <p><b>Name of the Related Party Nature of Transaction Amount (Rs. in crores)</b></p> <p><b>Mr. Naresh Malhotra(Promoter Director) Prime 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 &amp; Director of the Company, against PFL's borrowing from various banks/ institutions as on June 30, 2020nn--Mr. Namit Malhotra(Promoter Director) PFL has availed security in the form of pledge pledge/lien/encumbrance of 29,88,790 equity shares held by Mr. Namit Malhotra, Promoter &amp; Director of the Company, against PFL's borrowing from various banks/ institutions as on June 30, 2020--Monsoon Studio Private Limited (Promoter Group Company) * 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.</b></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. - **No**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**There was no Board meeting (BM) or Audit Committee meeting (ACM) held during the quarter ended June 30, 2020. n1. SEBI vide its circular No. SEBI/ THO/ CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 had extended the timeline for submission of financial results for Mar 31, 2020 under Regulation 33 to July 31, 2020. n2. SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated Mar 19, 2020 and SEBI/ HO/CFD/ CMD1/ CIR/P/2020/110 dated June 26, 2020 has relaxed the maximum time gap of 120 days between two BM/ ACM's till July 31, 2020.**

**Name : PARINA SHAH**  
**Designation : Company Secretary & Compliance Officer**