

**Format to be submitted by listed entity on quarterly basis  
Annexure I**

1. Name of Listed Entity: Prime Focus Limited
2. Quarter ending: June 30, 2018

1. Composition of Board of Directors										
Title (Mr./ Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/Non - Executive/in dependent/No minee) &	Date of Appointment in the current term /cessation	Tenure of Director (in months)*	No of Directorship in listed entities including this listed entity	Number 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	(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Namit Malhotra	PAN: AACPM0384K DIN:00004049	Chairman – Executive	June 25, 2017	N.A.	1	Nil	Nil		Nil
Mr.	Naresh Malhotra	PAN: AADPM9824D DIN: 00004597	Executive	April 01, 2015	N.A.	1	1	Nil		Nil
Mr.	Ramakrishnan Sankaranarayanan	PAN: AALPR6472J DIN: 02696897	Executive	June 25, 2017	N.A.	1	Nil	Nil		Nil

Mr.	Kodi Raghavan Srinivasan	PAN: AAEPK6525C DIN: 00012449	Non-Executive – Independent	December 24, 2014	42 months**	1	2	Nil
Mr.	Rivakaran Singh Chadha	PAN: AABPC7794G DIN: 00308288	Non-Executive – Independent	December 24, 2014	42 months***	1	5	5
Mr.	Padmanabha Gopal Aiyar	PAN: AACPA2659K DIN: 02722981	Non-Executive - Independent	December 24, 2014	42 months****	1	3	Nil
Mrs.	Dr. Hemalatha Thiagarajan	PAN: AADPT7587Q DIN: 07144803	Non-Executive – Independent	March 31, 2015	42 months*****	1	Nil	Nil
Mr.	***** Amit Bapna	PAN: AAYPB9659A DIN: 00008443	Non – Executive (Nominee of Reliance MediaWorks Limited)	September 16, 2015	N.A.	Nil	Nil	Nil
Mr.	Udai Dhawan	PAN: AAFPPD8065P DIN: 03048040	Non-Executive Director –(Nominee of Standard Chartered Private Equity (Mauritius) III Limited and Standard Chartered Private Equity (Mauritius) Limited)	December 14, 2016	N.A.	2	4	Nil

Mr.	Samu Devarajan	PAN: AOVPS7065L DIN: 00878956	Non-Executive Independent Director	December 14, 2016	18 months *****	2	6	2
Mr.	***** Anand Natarajan	AAAPN5923D DIN: 00061109	Non – Executive (Nominee of Reliance MediaWorks Limited)	May 30, 2018		1	2	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 filed only for Independent Director, tenure would mean total period from which Independent Director is serving on Board of Directors of listed entity in continuity without any cooling off period.

\*\* 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.

\*\*\* 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.

\*\*\*\*\* Mrs. Dr. 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.

\*\*\*\*\* 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.

\*\*\*\*\* Mr. Amit Bapna (DIN: 00008443) resigned as Non-Executive Director w.e.f May 30, 2018 and the data for number of Directorship and Number of Committee member are entered as "0" for Mr. Amit Bapna as he was not associated with the company as on June 30, 2018

\*\*\*\*\* Mr. Anand Natarajan was appointed as Additional Non-Executive Director effective from May 30, 2018 in place of Mr. Amit Bapna who resigned w.e.f May 30, 2018

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Rivkaran Singh Chadha	ID	Chairperson
2	Anand Natarajan	NED	Member
3	Kodi Raghavan Srinivasan	ID	Member
4	Samu Devarajan	ID	Member
5	Padmanabha Gopal Aiyar	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Rivkaran Singh Chadha	ID	Chairperson
2	Kodi Raghavan Srinivasan	ID	Member
3	Naresh Malhotra	ED	Member
4	Samu Devarajan	ID	Member
5	Anand Natarajan	NED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Kodi Raghavan Srinivasan	ID	Member
2	Rivkaran Singh Chadha	ID	Chairperson
3	Anand Natarajan	NED	Member
4	Samu Devarajan	ID	Member
5	Padmanabha Gopal Aiyar	ID	Member

<b>III. Meeting of Board of Directors</b>			
<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>	
14-Feb-2018	30-May-2018	104	

<b>IV. Meeting of Committees</b>			

Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	30-May-2018		13-Feb-2018	105
Nomination & Remuneration Committee	30-May-2018		13-Feb-2018	
Stakeholders Relationship Committee	30-May-2018		13-Feb-2018	

V. Related Party Transactions		Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Subject	
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

#### 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:

Name :  
Designation :

Parina Shah  
Company Secretary & Compliance Office

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 2,18,94,395 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/institutions as on June 30, 2018	--
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 & Director of the Company, against PFL's borrowing from various banks/institutions as on June 30, 2018	--
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.*

Date: July 12, 2018  
Place: Mumbai



For Prime Focus Limited

*Parina Shah*

Parina Shah  
Company Secretary & Compliance Officer