

Corporate Governance Report of Prime Focus Limited as on December 31, 2018

1. Name of Listed Entity: Prime Focus Limited

2. Quarter ending: December 31, 2018

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson /Executive/Non - Executive/in dependent/Non minee) &amp;</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure of Director (in months)*</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Namit Malhotra	PAN: AACPM0384K DIN:00004049	Chairman Executive	June 25, 2017	N.A.	1	Nil	Nil
Mr.	Naresh Malhotra	PAN: AADPM9824D DIN: 00004597	Executive	April 01, 2015	N.A.	1	1	Nil
Mr.	Ramakrishnan Sankaranarayanan	PAN: AALPR6472J DIN: 02696897	Executive	June 25, 2017	N.A.	1	Nil	Nil
Mr.	Kodi Raghavan Srinivasan	PAN: AAEPK6525C DIN: 00012449	Non-Executive – Independent	December 24, 2014	48 months	1	2	Nil
Mr.	Rivkaran Singh Chadha	PAN: AABPC7794G DIN: 00308288	Non-Executive – Independent	December 24, 2014	48 months	1	5	5
Mr.	Padmanabha Gopal Aiyar	PAN: AACPA2659K DIN: 02722981	Non-Executive - Independent	December 24, 2014	48 months	1	3	Nil
Mrs.	Dr. Hemalatha Thiagarajan	PAN: AADPT7587Q DIN: 07144803	Non-Executive – Independent	March 31, 2015	45 months	1	Nil	Nil
Mr.	Udai Dhawan*	PAN: AAFPD8065P DIN: 03048040	Non-Executive Director- Nominee	December 14, 2016	N.A.	2	3	Nil
Mr.	Samu Devarajan	PAN: AOVPS7065L DIN: 00878956	Non-Executive Independent Director	December 14, 2016	24 months	2	6	2
Mr.	Anand Natarajan#	PAN:AAAPN5923D DIN: 00061109	Non- Executive Director	May 30, 2018	N.A	N.A	N.A	N.A

\* Mr. Udai Dhawan act as a Nominee of Standard Chartered Private Equity (Mauritius) III Limited and Standard Chartered Private Equity (Mauritius) Limited  
# Mr. Anand Natarajan, Non Executive Director of the Company resigned w.e.f December 21, 2018

**II. Composition of Committees**

<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)<sup>§</sup></b>
1.Audit Committee	Mr. Rivkaran Chadha	Chairperson – Non Executive Independent
	Mr. Kodi Raghavan Srinivasan	Non-Executive Independent Director
	Mr. Padmanabha Gopal Aiyar	Non-Executive Independent Director
	Mr. Samu Devarajan	Non-Executive Independent Director
	Mr. Anand Natarajan*	Non-Executive Non Independent Director
2.Nomination & Remuneration Committee	Mr. Rivkaran Chadha	Chairperson – Non Executive Independent
	Mr. Kodi Raghavan Srinivasan	Non-Executive Independent Director
	Mr. Padmanabha Gopal Aiyar	Non-Executive Independent Director
	Mr. Samu Devarajan	Non-Executive Independent Director
	Mr. Anand Natarajan*	Non-Executive Non Independent Director
3.Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4. Stakeholders' Relationship Committee	Mr. Rivkaran Chadha	Chairperson – Non Executive Independent
	Mr. Kodi Raghavan Srinivasan	Non-Executive Independent Director
	Mr. Naresh Mahendranath Malhotra	Executive Director
	Mr. Samu Devarajan	Non-Executive Independent Director
	Mr. Anand Natarajan*	Non-Executive Non Independent Director

\* Resigned as a Director w.e.f December 21, 2018 and hence ceased to be the Member of the above Committees w.e.f December 21, 2018

<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>	
August 14, 2018		October 30, 2018		76 Days	
		November 2, 2018		2 Days	
		November 13, 2018		10 Days	
<b>IV. Meeting of Committees</b>					
<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>
<b>Name of Committee</b>	<b>Date of meeting</b>		<b>Name of Committee</b>	<b>Date of meeting</b>	
Audit Committee	October 30, 2018	Yes	Audit Committee	August 14, 2018	76 Days
	November 13, 2018	Yes			
Stakeholders Relationship Committee	November 13, 2018	Yes	Stakeholders Relationship Committee	August 14, 2018	90 Days
<b>V. Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status(Yes/No/NA)</b> 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 Regulation 27(2)(b)of Listing Regulations			As per “Annexure A”		

**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
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. The report submitted in the previous quarter has been placed before Board of Directors. Report for the quarter ended December 31, 2018 will be placed before the Board of Directors at the forthcoming Board meeting.

**Annexure-A**

**Disclosure of \*material transaction**  
**With related party by Prime Focus Limited (“PFL”)**

<b>Name of the Related Party</b>	<b>Nature of Transaction</b>	<b>Amount (Rs. in crores)</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 & Director of the Company, against PFL’s borrowing from various banks/ institutions as on December 31, 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 December 31, 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.*