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Date: July 14, 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) - Revised Report on compliance with corporate Governance for the quarter ended December 31, 2015

Dear Sir/ Madam,

This is with respect to the Corporate Governance report submitted on January 15, 2016 in "**Annexure I**".

We would like to inform that following are typographical errors in the report submitted by us, details of which are given below:

Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity of Mr. Padmanabh Gopal Aiyar shall be replaced from "1" to "3".

No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) of Mr. Rivkaran Chadha shall be replaced from "2" to "5".

We hereby submit the revised Report on compliance with corporate Governance for the quarter ended December 31, 2015.

Kindly take the same on record and acknowledge the receipt.

Thanking you.

**Yours Faithfully,
For Prime Focus Limited**

Bhah
**Parina Shah
Company Secretary and Compliance Officer
Encl: as above**



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Prime Focus Limited
2. Quarter ending: December 31, 2015

I. Composition of Board of Directors									
Titl e (Mr. / Ms.)	Name of the Director	PAN\$ & 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	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	1	2	Nil	



Mr.	Nainesh Jaisingh	PAN: ABOPJ6815F DIN: 00061014	Non-Executive - Nominee on behalf 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	1	5	5
Mr.	Padmanabha Gopal Aiyar	PAN: AACPA2659K DIN: 02722981	Non-Executive - Independent	December 24, 2014	1 year	1	3	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	9 months	1	Nil	Nil
Mr.	Amit Bapna	PAN: AAYPB9659A DIN: 00008443	Non - Executive Nominee on behalf 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 Kоди 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 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 December 24, 2014.

**** Mr. Padmanabh 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 December 24, 2014.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Mr. Rivkaran Chadha Mr. Nainesh Jaisingh or his alternate Mr. Vibhav Parikh Mr. K. R. Srinivasan Mr. G.P. Aiyar Mr. Amit Bapna	Independent – Non-Executive Non-Executive Independent – Non-Executive Independent – Non-Executive Non-Executive
2. Nomination & Remuneration Committee	Mr. Rivkaran Chadha Mr. Nainesh Jaisingh or his alternate Mr. Vibhav Parikh Mr. K. R. Srinivasan Mr. G.P. Aiyar Mr. Amit Bapna	Independent – Non-Executive Non-Executive Independent – Non-Executive Independent – Non-Executive Non-Executive
3. Risk Management Committee(if applicable)	N.A.	N.A.



(Signature)

4. Stakeholders Relationship Committee'		Mr. Rivkaran Chadha Mr. Nainesh Jaisingh or his alternate Mr. Vibhav Parikh Mr. K. R. Srinivasan Mr. Naresh Malhotra Mr. Amit Bapna		Independent – Non-Executive Non-Executive Independent – Non-Executive Executive Non-Executive
*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				
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant Quarter		Maximum gap between any two consecutive (in number of days)
September 12, 2015 September 16, 2015(Adjourned)		November 7, 2015		56 days
IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum met (details)		Maximum gap between any two consecutive meetings in number of days*
		Yes		Audit Committee – 56 days
Name of Committee	Date of meeting	Name of Committee	Date of meeting	
Audit Committee	November 7, 2015	Audit Committee	September 12, 2015	
Nomination & Remuneration Committee	November 7, 2015	Nomination & Remuneration Committee	September 16, 2015(Adjourned)	
Stakeholders Relationship Committee'	November 7, 2015	Stakeholders Relationship Committee'	September 12, 2015	



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³ 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		Compliance status (Yes/No/NA) ^{refer note below}
Subject		
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)		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. Any comments/observations/advice of Board of Directors may be mentioned here: Report for the quarter ended December 31, 2015 shall be placed before the Board of Directors at the forthcoming Board meeting.



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FOR PRIME FOCUS LIMITED



PARINA SHAH

COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: January 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

Annex-1

**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)	PFL has availed security in the form of pledged of 5,34,46,828 equity shares held by Mr. Naresh Malhotra against PFL's borrowing from various banks, etc. as on December 31, 2015	--
Mr. Namit Malhotra (Promoter Director)	PFL has availed security in the form of pledged of 1,49,00,000 equity shares held by Mr. Namit Malhotra against PFL's borrowing from various banks, etc. as on December 31, 2015	--
Monsoon Studio Private Limited (Promoter Group Company)	PFL has availed security in the form of pledged of 44,29,172 equity shares held by Monsoon Studio Private Limited against PFL's borrowing from various banks, etc. as on December 31, 2015	

* 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: January 15, 2016
Place: Mumbai



For Prime Focus Limited

Shah

Parina Shah

Company Secretary & Compliance Officer

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	No
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><i>Shah</i> Parina Shah Company Secretary and Compliance Officer</p> 		