

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **PRIME FOCUS LIMITED**
 2. Quarter ending - **SEP30, 2020**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	N a m i t N a r e s h M a l h o t r a	0 0 0 4 0 0	A A C P M O O 3	NED		24- Jun - 199 7	14- Feb- 2019			0 2- A pr - 1 9	NA		1	0	0	0		

		4 9	8 4 K						7 6								
M r.	Nar esh Ma hen dra nat h Ma lhot ra	0 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	1 2	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	1 2	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	1 2	0 4- Dec - 1	Yes	3 0- Sep - 2	1	1	2	0	AC,N RC	

	Aiyar	81	659K						936		019						
Mrs.	Dr Hemalatha Thiagarajan	07144803	AAADPT7587Q	ID		31-Mar-2015	31-Mar-2020		6	11-Apr-1949	Yes	30-Sep-2019	1	1	0	0	
Mr.	Udai Dhawan	0304800	AAAFDD065P	NED		14-Dec-2016	27-Sep-2017			17-Jan-1973	NA		2	0	2	0	
Mr.	Samu Devarajan	00878956	AAOVPS7065L	ID		14-Dec-2016	27-Sep-2017		45	31-Oct-1954	NA		2	2	5	1	AC,SC,NRC
Mr.	Jai Anshul Anil Ambani	0805458	AAJPAA3716P	NED		14-Nov-2019	30-Sep-2020			07-Sep-1995	NA		1	0	2	0	AC,SC,NRC

Company Remarks	Srinivasan,Rivkaran&Aiyarre-appointedasIDfor2ndtermof5yrsatAGMheld30.09.2019.Hemalathare-appointedasIDfrm31.03.2020for2ndtermof5yrsatAGMheldSep30,2019.Devaraja wasappointedasAdditionalIDfrm14.12.2016®ularizedasIDattheAGMheldon27.09.2017forperiodof5yrsfromdateofappointmentasadditnaldirector.MrNaresh appointedasChairman&WTDforperiodof3yrs frm01.05.2020upto30.04.2023.RamakrishnanceasedtobeMDon expirationofhistermof3
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	yrsfrmcloseofbusinesshrson24.06.2020.HecontinuedtobeNED frm25.06.2020n
Whether Permanent 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	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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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
	31-Jul-2020	Yes	6	2
	15-Sep-2020	Yes	5	4

Company Remarks	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. Therefore, the financial results for Mar 31, 2020 were approved on July 31, 2020.nn2.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.nn3. SEBI vide its circular No. SEBI/ THO/ CFD/CMD1/CIR/P/2020/140 dated July 29, 2020 had extended the timeline for submission of financial results for June 30, 2020 under Regulation 33 to September 15, 2020.nn
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		31-Jul-2020	Yes	2	2
Audit Committee		15-Sep-2020	Yes	2	2
Stakeholders Relationship Committee		31-Jul-2020	Yes	3	2
Stakeholders Relationship Committee		15-Sep-2020	Yes	3	2

Nomination & Remuneration Committee		31-Jul-2020	Yes	2	2
Nomination & Remuneration Committee		15-Sep-2020	Yes	4	4

Company Remarks	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. Therefore, the financial results for Mar 31, 2020 were approved on July 31, 2020.nn2. 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.nn3. SEBI vide its circular No. SEBI/ THO/ CFD/CMD1/CIR/P/2020/140 dated July 29, 2020 had extended the timeline for submission of financial results for June 30, 2020 under Regulation 33 to September 15, 2020.n
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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>Disclosure of *material transaction nWith related party by Prime Focus Limited ("PFL")nnnnnn Name of the Related Party Nature of TransactionnnAmount (Rs. in crores)nnMr. Naresh Malhotra(Promoter Director)nnPrime 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 onSeptember 30, 2020nn--nnMr. Namit Malhotra(Promoter Director)nnPFL 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 onSeptember 30, 2020nn--nnMonsoon Studio Private Limitedn(Promoter Group Company)nn--nn*</p> <p>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.</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. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

%affirmComments%

Name : PARINA SHAH
Designation : COMPANY SECRETARY AND COMPLIANCE OFFICER

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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