

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, 2017

I. 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 (in months)*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	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, 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	30 months**	1	2	Nil
Mr.	Rivkaran Singh Chadha	PAN: AABPC7794G DIN: 00308288	Non-Executive - Independent	December 24, 2014	30 months***	1	5	5
Mr.	Padmanabha Gopal Aiyar	PAN: AACPA2659K DIN: 02722981	Non-Executive - Independent	December 24, 2014	30 months****	1	3	Nil
Mrs.	Dr. Hemalatha Thiagarajan	PAN: AADPT7587Q DIN: 07144803	Non-Executive - Independent	March 31, 2015	27 months	1	Nil	Nil
Mr.	Amit Bapna	PAN: AAYPB9659A DIN: 00008443	Non - Executive (Nominee of Reliance MediaWorks Limited)	September 16, 2015	N.A.	1	6	Nil
Mr.	Udai Dhawan [#]	PAN: AAFPD8065P DIN: 03048040	Additional 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	3	Nil



Mr.	Samu Devarajan##	PAN: AOVPS7065L DIN: 00878956	Non-Executive Independent Director	December 14, 2016	6 months	2	6	Nil
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§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. 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.

Mr. Udai Dhawan was appointed as Additional Non-Executive Director(Nominee of Standard Chartered Private Equity (Mauritius) III Limited and Standard Chartered Private Equity (Mauritius) Limitedw.e.f December 14, 2016.

Mr. Samu Devarajan was appointed as Additional Independent Director of the Company w.e.f December 14, 2016.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1.AuditCommittee	Mr. Rivkaran Chadha	Chairperson
	Mr. KodiRaghavan Srinivasan	Independent Director
	Mr. Padmanabha Gopal Aiyar	Independent Director
	Mr. Amit Bapna	Nominee Non-Executive Director
	Mr. Samu Devarajan	Independent Director
2.Nomination&RemunerationCommittee	Mr. Rivkaran Chadha	Chairperson
	Mr. KodiRaghavan Srinivasan	Independent Director
	Mr. Padmanabha Gopal Aiyar	Independent Director
	Mr. Amit Bapna	Nominee Non-Executive Director
	Mr. Samu Devarajan	Independent Director
3.RiskManagementCommittee(ifapplicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Mr. Rivkaran Chadha	Chairperson
	Mr. KodiRaghavan Srinivasan	Independent Director
	Mr. Naresh Malhotra	Executive Director



		Mr. Amit Bapna	Nominee Non-Executive Director		
		Mr. Samu Devarajan	Independent Director		
&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)	
February 14, 2017		May 22, 2017		96	
February 14, 2017		May 23, 2017			
IV. Meeting of Committees					
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 meeting in number of days*
Name of Committee	Date of meeting		Name of Committee	Date of meeting	
Audit Committee	May 19, 2017	Yes	Audit Committee	February 14, 2017	Audit Committee – 93
Audit Committee	May 22, 2017	Yes			
Audit Committee	May 23, 2017	Yes			



Stakeholders Relationship Committee	May 19, 2017	Yes	Stakeholders Relationship Committee	February 14, 2017	Stakeholders Relationship Committee – 93
Nomination and Remuneration	May 19, 2017	Yes			
*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					
Subject			Compliance status(Yes/No/NA) 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 Clause 27(2)(b) of Listing Regulations			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.
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
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.Report for the quarter ended June 30, 2017 shall 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")

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 3,91,66,488 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on June 30, 2017	--
Mr. Namit Malhotra (Promoter Director)	PFL has availed security in the form of pledge/pledge/lien/encumbrance of 94,08,790 equity shares held by Mr. Namit Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on June 30, 2017	--
Monsoon Studio Private Limited (Promoter Group Company)	PFL has availed security in the form of pledge/lien/encumbrance of 44,29,172 equity shares held by Monsoon Studio Private Limited against PFL's borrowing from various banks/ institutions as on June 30, 2017	--

* 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 14, 2017
Place: Mumbai



For Prime Focus Limited

Parina Shah

Parina Shah
Company Secretary & Compliance Officer