

## ANNEXURE A

Annexure to Directors' Report

### FORM NO. MGT 9 - EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014]

#### I. REGISTRATION & OTHER DETAILS

1.	CIN	L92100MH1997PLC108981
2.	Registration Date	June 24, 1997
3.	Name of the Company	Prime Focus Limited
4.	Category/Sub-category of the Company	Public Company/ Limited by shares
5.	Address of the Registered office and contact details	Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West) - Mumbai-400052 Tel: +912267155000; Fax+912267155001 Email: <a href="mailto:ir.india@primefocus.com">ir.india@primefocus.com</a> Website: <a href="http://www.primefocus.com">www.primefocus.com</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083 Tel: +912249186000; Fax:+912249186060 Email: <a href="mailto:ishwar.suvarna@linkintime.co.in">ishwar.suvarna@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company have been stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Motion picture, video and television programme post-production activities	5912	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN/LLPIN	Holding/subsidiary/associate	% of shares held	Applicable section	Note
1.	<b>Prime Focus Technologies Limited</b> Address: True North, Plot No. 63, Road No. 13, MIDC, Andheri (East), Mumbai-400093	U72200MH2008PLC179850	Subsidiary	73.75	2(87)	-
2.	<b>Prime Focus Production Services Private Limited (formerly known as Prime Focus Visual Effects Private Limited)</b> Address: 2 <sup>nd</sup> Floor, Building - H, Mainframe IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai- 400065	U52392MH2008PTC179538	Subsidiary	100	2(87)	-
3.	<b>Prime Focus Motion Pictures Limited</b> Address: 2 <sup>nd</sup> Floor, Building-H, Mainframe IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai-400065	U92120MH2008PLC186091	Subsidiary	100	2(87)	-

Sr. No.	Name and address of the company	CIN/GLN/LLPIN	Holding/ subsidiary/ associate	% of shares held	Applicable section	Note
4.	<b>GVS Software Private Limited</b> Address: 2 <sup>nd</sup> Floor, Building - H, Mainframe IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai-400065	U72100MH2007PTC174803	Subsidiary	100	2(87)	-
5.	<b>PF Digital Media Services Limited (formerly known as Prime Focus 3D India Private Limited)</b> Address: 2 <sup>nd</sup> Floor, Building - H, Mainframe IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai-400065	U92100MH2011PLC218470	Subsidiary	100	2(87)	-
6.	<b>DNEG India Media Services Limited (formerly known as Gener8 India Media Services Limited)</b> Address: 2 <sup>nd</sup> Floor, Building - H, Mainframe IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai-400065	U70100MH2006PLC160748	Subsidiary	100	2(87)	14
7.	<b>DNEG Creative Services Ltd**</b> (Formerly known as Prime Focus World Creative Services Private Limited) Address: 2 <sup>nd</sup> Floor, Building - H, Mainframe IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai, 400065	U92412MH2011PLC218562	Subsidiary	100	2(87)	4
8.	<b>De-Fi Media Limited</b> Address: Suite 55, Rochester Mews, London NW19JB	NA	Subsidiary	100	2(87)	-
9.	<b>PF Investments Limited (Mauritius)</b> Address: C/o. Amicorp (Mauritius) Limited, 6 <sup>th</sup> Floor, 1 Nexteracom Building, Ebene, Republic of Mauritius	NA	Subsidiary	100	2(87)	-
10.	<b>PF World Limited</b> Address: C/o .Amicorp (Mauritius) Limited, 6 <sup>th</sup> Floor, 1 Nexteracom Building, Ebene, Republic of Mauritius	NA	Subsidiary	100	2(87)	-
11.	<b>PF Overseas Limited</b> Address: C/o Amicorp (Mauritius) Limited, 6 <sup>th</sup> Floor, 1 Nexteracom Building, Ebene, Republic of Mauritius	NA	Subsidiary	100	2(87)	-
12.	<b>Reliance Media Works (Mauritius) Limited</b> Address: C/o Amicorp (Mauritius) Limited, 6 <sup>th</sup> Floor, 1 Nexteracom Building, Ebene, Republic of Mauritius	N.A.	Subsidiary	100	2(87)	-
13.	<b>Prime Focus Luxembourg S.a.r.l.</b> Address: 6, rue Eugene Ruppert L-2453 Luxembourg	N.A.	Subsidiary	100	2(87)	1
14.	<b>Prime Focus 3D Cooperatief U.A.</b> Address: Prins Bernhardplein 200, 1097 JB, Amsterdam, The Netherlands	N.A.	Subsidiary	100	2(87)	2
15.	<b>Prime Focus World N.V.</b> Address: Prins Bernhardplein 200, 1097 JB Amsterdam, The Netherlands	N.A.	Subsidiary	88.34*	2(87)	3

Sr. No.	Name and address of the company	CIN/GLN/LLPIN	Holding/ subsidiary/ associate	% of shares held	Applicable section	Note
16.	<b>Prime Focus International Services UK Limited</b> Address: 160 Great Portland Street, London, WIW5QA	N.A.	Subsidiary	100	2(87)	4
17.	<b>Prime Focus VFX USA Inc.</b> Address: Prime Focus VFX USA 5750 Hannum Ave. Suite 100 Culver City, CA90230	N.A.	Subsidiary	100	2(87)	4
18.	<b>DNEG North America, Inc. (Formerly known as Prime Focus North America Inc)</b> Address: 5750 Hannum Ave. Suite 100 Culver City, CA 90230	N.A.	Subsidiary	100	2(87)	4
19.	<b>Prime Focus ME Holdings Limited</b> Address: Mill Mall, Suite 6, Wickhams Cay 1, PO Box 3085, Road Town, Tortola, Virgin Islands, British Virgin Islands.	N.A.	Subsidiary	100	2(87)	4
20.	<b>Prime Focus China Limited</b> Address: Akara Bldg., 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands	N.A.	Subsidiary	70	2(87)	4
21.	<b>Double Negative Holdings Limited</b> Address: 160 Great Portland Street, London WIW 5QA	N.A.	Subsidiary	100	2(87)	4
22.	<b>1800 Vine street LLC</b> Address: 5750 Hannum Ave. Suite 100 Culver City, CA 90230	N.A.	Subsidiary	100	2(87)	5
23.	<b>Vegas II VFX Limited</b> Address: 20 <sup>th</sup> Floor, 250 Howe Street, Vancouver, BC V6C 3R8 Canada	N.A.	Subsidiary	100	2(87)	6
24.	<b>Prime Focus Technologies UK Limited</b> Address: Suite 55, Rochester Mews, London NW19JB	N.A.	Subsidiary	100	2(87)	7
25.	<b>Prime Focus Technologies Inc</b> Address: 300 DELAWARE AVE STE 210-A, Wilmington, DE 19801 Wilmington, DE 19803	N.A.	Subsidiary	100	2(87)	7
26.	<b>Prime Focus (HK) Holdings Limited</b> Address: Room 501-7, 5 <sup>th</sup> Floor, Sands Building, 17 Hankow Road, Tsimi Sha Tsui, Kowloon, Hong Kong	N.A.	Subsidiary	100	2(87)	8
27.	<b>Reliance Lowry Digital Imaging Services Inc.</b> Address: 5750 Hannum Ave. Suite 100 Culver City, CA90230	N.A.	Subsidiary	100	2(87)	9
28.	<b>Double Negative Limited</b> Address: 160 Great Portland Street, London, WIW5QA, United Kingdom	N.A.	Subsidiary	100	2(87)	10

Sr. No.	Name and address of the company	CIN/GLN/LLPIN	Holding/ subsidiary/ associate	% of shares held	Applicable section	Note
29.	<b>Double Negative Singapore Pte. Limited</b> Address: 80 Raffles Place, #32-01, UOB Plaza 1, Singapore - 048624	N.A.	Subsidiary	100	2(87)	10
30.	<b>Double Negative Canada Productions Limited</b> Address: 20 <sup>th</sup> Floor, 250 Howe St, Vancouver, BC V6C 3R8, Canada	N.A.	Subsidiary	100	2(87)	4
31.	<b>Double Negative Films Limited</b> Address: 160 Great Portland Street, London, W1W5QA, United Kingdom	N.A.	Subsidiary	100	2(87)	10
32.	<b>DAX PFT LLC</b> 1675 S State St Ste B, Dover, DE, 19901US	N.A.	Subsidiary	100	2(87)	11
33.	<b>DAX Cloud ULC</b> Address: 1500, 850 - 2 Street SW, Calgary, Alberta, T2P 0R8	N.A.	Subsidiary	100	2(87)	12
34.	<b>Prime Post (Europe) Limited</b> (formerly known as Prime Focus(MW) Limited) Address: Suite 55 Rochester Mews, London NW1 9JB	N.A.	Subsidiary	100	2(87)	13
35.	<b>Prime Focus Malaysia SDN. BHD (Malaysia)</b> Address: Attentus Corporate Services Sdn. Bhd., 5 <sup>th</sup> Floor, Wisma Harwant, 106, Jalan Tuanku Rahman, 50100, Kuala Lumpur, Wilayah Persekutuan	N.A.	Subsidiary	70	2(87)	-
36	<b>Prime Focus World Malaysia SDN. BHD (Malaysia)</b> Address: Attentus Corporate Services Sdn. Bhd., 5 <sup>th</sup> Floor, Wisma Harwant, 106, Jalan Tuanku Rahman, 50100, Kuala Lumpur, Wilayah Persekutuan	N.A.	Subsidiary	100	2(87)	4
37.	<b>Double Negative India Private Limited</b> Address: 2 <sup>nd</sup> Floor, Building-H, MainFrame IT Park, Royal Palms, Near - Aarey Colony, Goregaon (East), Mumbai-400065	U72900MH2008PTC183047	Subsidiary	100	2(87)	14
38.	<b>Double Negative Huntsman VFX Ltd.</b> Address: 20 <sup>th</sup> Floor, 250 Howe Street, Vancouver BC V6C 3R8, Canada	N.A.	Subsidiary	100	2(87)	6
39.	<b>Prime Focus Academy of Media and Entertainment Studies Private Limited</b> Address: 2 <sup>nd</sup> Floor, Building-H, Mainframe It Park Royal Palms, Near Aarey Colony, Goregaon (East) Mumbai-400065	U74110MH2016PTC281032	Subsidiary	100	2(87)	14
40.	<b>Double Negative LA LLC</b> Address:- 6725 W, Sunset Boulevard, Los Angeles, California 90028	NA	Subsidiary	100	2(87)	10

Sr. No.	Name and address of the company	CIN/GLN/LLPIN	Holding/ subsidiary/ associate	% of shares held	Applicable section	Note
41.	<b>Double Negative Montréal Productions Ltd.</b> 810 Saint – Antoine Street East, Montreal (Quebec) H2Y 1A6, Canada	NA	Subsidiary	100	2(87)	4
42.	<b>Apptarix Mobility Solutions Private Limited</b> First Floor, Block D, Janardhana Towers, #562/640, Bilekahalli, Bannerghatta Road, Bangalore - 560076	U72200KA2012PTC064731	Subsidiary	100	2(87)	7
43.	<b>Prime Focus MEAD FZ LLC</b> Office 302c, North Park (Bldg 5), Two Four 54 Complex, Khalifa Park, Abu Dhabi, UAE. PO Box 77895.	NA	Subsidiary	100	2(87)	13
44.	<b>RE: DEFINE FX Ltd.</b> 3900-1 Place Ville-Marie Montreal, Quebec H3B4M7 Canada	NA	Subsidiary	100	2(87)	4

**NOTES:**

1. Subsidiary of PF World Limited (Mauritius)
2. Subsidiary of Prime Focus Luxembourg S.a.r.l.
3. Subsidiary of Prime Focus 3D Cooperatief U.A.
4. Subsidiaries of Prime Focus World N.V.
5. Subsidiary of DNEG North America, Inc.
6. Subsidiary of Double Negative Canada Productions Ltd.
7. Subsidiary of Prime Focus Technologies Limited
8. Subsidiary of Prime Focus China Limited
9. 90% held by Reliance MediaWorks (Mauritius) Limited and 10% held by Prime Focus Limited
10. Subsidiary of Double Negative Holdings Limited
11. Subsidiary of Prime Focus Technologies Inc.
12. Subsidiary of DAX PFT LLC.
13. Subsidiary of Prime Focus Technologies UK Limited
14. Subsidiary of DNEG Creative Services Limited (formerly known as Prime Focus World Creative Services Pvt. Ltd.)
15. Jam8 Prime Focus LLP became subsidiary of the Company w.e.f. April 22, 2019

\*80.2% on fully diluted basis after considering Preferred Stock.

\*\*DNEG Creative Services Private Limited has been converted from a private limited company to a public limited company and consequently it is named as DNEG Creative Services Limited w.e.f. April 16, 2019.

**\*IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**

**A) CATEGORY-WISE SHARE HOLDING**

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	77,101,546	Nil	77,101,546	25.77	77,101,546	Nil	77,101,546	25.77	0.00
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	27,506,095	Nil	27,506,095	9.19	27,506,095	Nil	27,506,095	9.19	0.00
e) Banks /FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub Total (A) (1)</b>	<b>104,607,641</b>	<b>Nil</b>	<b>104,607,641</b>	<b>34.97</b>	<b>104,607,641</b>	<b>Nil</b>	<b>104,607,641</b>	<b>34.97</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI -Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks /FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub Total (A) (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>104,607,641</b>	<b>Nil</b>	<b>104,607,641</b>	<b>34.97</b>	<b>104,607,641</b>	<b>Nil</b>	<b>104,607,641</b>	<b>34.97</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks /FI	56,265	Nil	56,265	0.02	1,400	Nil	1,400	0.00	-0.02
c) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	NA
d) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	NA
e) FII's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	NA
f) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	NA
g) Others (specify) Foreign Portfolio Investors	29,832,078	Nil	29,832,078	9.97	29,902,624	Nil	29,902,624	9.99	0.02
<b>Sub-total (B)(1):-</b>	<b>29,888,343</b>	<b>Nil</b>	<b>29,888,343</b>	<b>9.99</b>	<b>29,904,024</b>	<b>Nil</b>	<b>29,904,024</b>	<b>9.99</b>	<b>0.00</b>
<b>2. Central Govt./ State Govt(s)/ President of India</b>									
Central Govt. / State Govt(s).	Nil	Nil	Nil	Nil	1,000	0	1,000	0.00	0.00
<b>Sub-total (B)(2) :-</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>1,000</b>	<b>0</b>	<b>1,000</b>	<b>0.00</b>	<b>0.00</b>
<b>3. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	8,020,364	20	8,020,384	2.68	8,058,467	20	8,058,487	2.69	0.01
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3,207,717	0	3,207,717	1.07	3,283,310	0	3,283,310	1.10	0.03
c) NBFCs registered with RBI	Nil	Nil	Nil	Nil	7,481	0	7,481	0.00	0.00
<b>Others (Specify)</b>									
i. Bodies Corporate	114,966,966	Nil	114,966,966	38.43	115,061,800	Nil	115,061,800	38.46	0.03
ii. Clearing Members	1,062,052	Nil	1,062,052	0.36	878,997	Nil	878,997	0.29	-0.06
iii. Foreign Individuals or NRI	379,800	Nil	379,800	0.13	367,722	Nil	367,722	0.12	-0.01
iv. Foreign Companies	36,549,990	Nil	36,549,990	12.22	36,549,990	Nil	36,549,990	12.22	0.00
v. Hindu undivided family	482,652	Nil	482,652	0.16	452,275	Nil	452,275	0.15	-0.01
vi. Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
vii. Trusts	100	Nil	100	0.00	100	Nil	100	0.00	0.00
viii. IEPF	9,485	Nil	9,485	Nil	9,485	0	9,485	0.00	0.00
<b>Sub-total (B)(3):-</b>	<b>164,669,641</b>	<b>20</b>	<b>164,669,661</b>	<b>55.04</b>	<b>164,669,627</b>	<b>20</b>	<b>164,669,647</b>	<b>55.04</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)</b>	<b>194,557,984</b>	<b>20</b>	<b>194,558,004</b>	<b>65.03</b>	<b>194,574,651</b>	<b>20</b>	<b>194,574,671</b>	<b>65.03</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	<b>299,165,625</b>	<b>20</b>	<b>299,165,645</b>	<b>100.00</b>	<b>299,182,292</b>	<b>20</b>	<b>299,182,312</b>	<b>100.00</b>	<b>Nil</b>

## B) SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2018)			Shareholding at the end of the year (as on March 31, 2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Naresh Malhotra	62,201,546	20.79	7.32	62,201,546	20.79	3.62	0.00
2.	Mr. Namit Malhotra	14,900,000	4.98	1	14,900,000	4.98	1	0.00
3.	Monsoon Studio Private Limited	27,506,095	9.19	0	27,506,095	9.19	0	0.00

## C) CHANGE IN PROMOTERS' SHAREHOLDING

There was no change in promoters' shareholding in Financial Year 2018-19. The shareholding of promoters is same as mentioned above in the shareholding pattern.

## D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on April 01, 2018)		Cumulative Shareholding at the end of the year (as on March 31, 2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Reliance MediaWorks Financial Services Private Limited#/\$				
	At the beginning of the year	104,939,361	35.08		
	At the end of the year			104,939,361	35.08
2.	Standard Chartered Private Equity (Mauritius) Limited				
	At the beginning of the year	29,241,817	9.77		
	At the end of the year			29,241,817	9.77
3.	Marina IV (Singapore) Pte. Ltd.				
	At the beginning of the year	23,390,875	7.82		
	At the end of the year			23,390,875	7.82
4.	Standard Chartered Private Equity (Mauritius) III Limited***				
	At the beginning of the year	10,458,768	3.50		
	At the end of the year			10,458,768	3.50
5.	Top Class Capital Markets Private Limited				
	At the beginning of the year	7,526,400	2.52		
	At the end of the year			7,526,400	2.52
6.	Marina Horizon (Singapore) Pte. Ltd.				
	At the beginning of the year	27,00,347	0.90		
	At the end of the year			27,00,347	0.90
7.	Madhusudan Murlidhar Kela				
	At the beginning of the year	1,800,028	0.60		
	At the end of the year			1,800,028	0.60
8.	Angel Fincap Private Limited				
	At the beginning of the year	449,876	0.15		
	Purchase(s) during the year	326,877	0.11	776,753	0.26
	Sale(s) during the year	(133,536)	(0.04)	643,217	0.21
	At the end of the year			643,217	0.21
9.	Securities Holdings India Private Limited**				
	At the beginning of the year	0	0.00		
	Purchase(s) during the year	478,000	0.16	478,000	0.16
	At the end of the year			478,000	0.16
10.	Reliance Nippon Life Insurance Co Limited **				
	At the beginning of the year	0	0.00		
	Purchase(s) during the year	425,000	0.14	425,000	0.14
	At the end of the year			425,000	0.14

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on April 01, 2018)		Cumulative Shareholding at the end of the year (as on March 31, 2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
11	India Opportunities Growth Fund Ltd – Pinewood Strategy*				
	At the beginning of the year	300,000	0.10		
	At the end of the year			300,000	0.10
12	Pace Stock Broking Services Pvt Ltd*				
	At the beginning of the year	629,935	0.21		
	Purchase(s) during the year	542,848	0.18	1,172,783	0.39
	Sale(s) during the year	(1,068,432)	(0.36)	104,351	0.03
	At the end of the year			104,351	0.03

**Note:**

- \*Ceased to be in the list of Top 10 as on March 31, 2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on April 1, 2018.
- \*\*Not in the list of Top 10 shareholders as on April 1, 2018. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on March 31, 2019.
- #Persons Acting In Concert with Promoter's.
- §As set out in the Letter of Offer dated December 08, 2014 issued by Reliance MediaWorks Limited alongwith Reliance Land Private Limited (PAC 1), Mr. Namit Malhotra (PAC 2), Mr. Naresh Malhotra (PAC 3), Monsoon Studio Private Limited (PAC 4), this includes 10,49,39,361 shares which were held by Reliance MediaWorks Limited, a person acting in concert with the Promoters. Further, Reliance MediaWorks Limited sold 10,49,39,361 shares on March 30, 2017 to Reliance MediaWorks Financial Services Private Limited (a wholly owned subsidiary of Reliance MediaWorks Limited) by way of inter-se transfer of shares under Regulation 10(1) (a)(iii) of SEBI (SAST) Regulations, 2011.
- \*\*\*Out of the 10458768 (3.5%) held by Standard Chartered Private Equity (Mauritius) III Limited, Marina IV (Singapore) Pte. Ltd. is the beneficial owner of 41,79,961 constituting 1.40% of the paid up capital of the Company which are currently held by Standard Chartered Private Equity (Mauritius) III Limited. Further Standard Chartered Private Equity (Mauritius) III Limited and Marina IV (Singapore) Pte. Ltd. are affiliates under the common control of Standard Chartered Plc.
- Shareholding is consolidated based on permanent account number (PAN) of the Shareholder.
- Date wise increase / decrease in the shareholding is available on the website [www.primefocus.com](http://www.primefocus.com)

## E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Name Directors and Key Managerial Personnel	Shareholding at the beginning of the year (As on April 01, 2018)		Cumulative Shareholding at the end of the year (As on March 31, 2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Naresh Malhotra				
	At the beginning of the year	62,201,546	20.79		
	At the end of the year			62,201,546	20.79
2.	Namit Malhotra				
	At the beginning of the year	14,900,000	4.98		
	At the end of the year			14,900,000	4.98

Sr. No.	Name Directors and Key Managerial Personnel	Shareholding at the beginning of the year (As on April 01, 2018)		Cumulative Shareholding at the end of the year (As on March 31, 2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Ramakrishnan Sankaranarayanan				
	At the beginning of the year	50	0.00		
	At the end of the year			50	0.00
4.	Amit Bapna*				
	At the beginning of the year	-	0.00		
	At the end of the year			-	0.00
5.	Kodi Raghavan Srinivasan				
	At the beginning of the year	-	0.00		
	At the end of the year			-	0.00
6.	Samu Devarajan				
	At the beginning of the year	-	0.00		
	At the end of the year			-	0.00
7.	Rivkaran Singh Chadha				
	At the beginning of the year	-	0.00		
	At the end of the year			-	0.00
8.	Padmanabha Gopal Aiyar				
	At the beginning of the year	-	0.00		
	At the end of the year			-	0.00
9.	Udai Dhawan				
	At the beginning of the year	-	0.00		
	At the end of the year			-	0.00
10.	Hemalatha Thiagarajan				
	At the beginning of the year	-	0.00		
	At the end of the year			-	0.00
11	Anand Natarajan**				
	At the beginning of the year	-	0.00		
	At the end of the year			-	0.00
12	Nishant Fadia				
	At the beginning of the year	100,000	0.03		
	At the end of the year			100,000	0.03
13	Parina Shah				
	At the beginning of the year	6,500	0.00		
	Sale(s) during the year	(269)	(0.00)	6,231	0.00
	At the end of the year			6,231	0.00

**Note:**

\* Mr. Amit Bapna resigned w.e.f. May 30, 2018

\*\* Mr. Anand Natarajan was appointed w.e.f. May 30, 2018 and resigned w.e.f. December 21, 2018.

## V) INDEBTEDNESS -INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

(₹ in Crores)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	245.06	89.10	-	334.16
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.55	-	-	2.55
iv) Premium payable on NCD	-	87.63	-	87.63
<b>Total (i+ii+iii+iv)</b>	<b>247.61</b>	<b>176.73</b>	<b>-</b>	<b>424.34</b>
<b>Change in Indebtedness during the financial year</b>				
<b>*Addition</b>				
i) Principal Amount	48.14	200.00	-	248.14
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	32.28	1.84	-	34.12
iv) Premium payable on NCD	-	13.29	-	13.29
<b>Total (i+ii+iii+iv)</b>	<b>80.42</b>	<b>215.13</b>	<b>-</b>	<b>295.55</b>
<b>*Reduction</b>				
i) Principal Amount	-53.83	-89.10	-	-142.93
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-32.18	-0.18	-	-32.36
iv) Premium payable on NCD	-	-100.92	-	-100.92
<b>Total (i+ii+iii+iv)</b>	<b>-86.01</b>	<b>-190.20</b>	<b>-</b>	<b>-276.21</b>
Net Change	-5.59	24.93	-	19.34
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	239.37	200.00	-	439.37
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.65	1.66	-	4.31
iv) Premium payable on NCD	-	-	-	-
<b>Total (i+ii+iii+iv)</b>	<b>242.02</b>	<b>201.66</b>	<b>-</b>	<b>443.68</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Naresh Malhotra	Mr. Ramakrishnan Sankaranarayanan	Mr. Namit Malhotra*	
1.	Gross salary	12,000,000	Nil	Nil	12,000,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	NA	Nil	NA	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - As % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (A)</b>	<b>12,000,000</b>	<b>Nil</b>	<b>Nil</b>	<b>12,000,000</b>
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013.			

#### Note:

\*Mr. Namit Malhotra's designation was changed from Executive to Non-Executive Director w.e.f. February 14, 2019.

### B. REMUNERATION TO OTHER DIRECTORS

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Mr. G. P. Aiyar	Mr. Rivkaran Chadha	Mr. K. R. Srinivasan	Ms. (Dr.) Hemalatha Thiagarajan	Mr. Samu Devarajan	Mr. Udai Dhawan	Mr. Amit Bapna#	Mr. Anand Natarajan##	Mr. Namit Malhotra^	Total Amount
1	Non-Executive Independent Directors										
	*Fee for attending board meetings	40,000	100,000	40,000	40,000	120,000	NA	NA	NA	NA	340,000
	Commission	Nil	Nil	Nil	Nil	Nil	N.A.	N.A.	NA	NA	-
	Others, please specify	Nil	Nil	Nil	Nil	Nil	N.A.	N.A.	NA	NA	-
	<b>Total (1)</b>	<b>40,000</b>	<b>100,000</b>	<b>40,000</b>	<b>40,000</b>	<b>120,000</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>340,000</b>
2	Non-Executive Directors										
	*Fee for attending board meetings	NA	NA	NA	NA	NA	120,000	20,000	80,000	Nil	220,000
	Commission	N.A.	N.A.	N.A.	N.A.	N.A.	Nil	Nil	Nil	Nil	-
	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.	Nil	Nil	Nil	Nil	-
	<b>Total (2)</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>120,000</b>	<b>20,000</b>	<b>80,000</b>	<b>Nil</b>	<b>220,000</b>
	<b>Total (B)=(1+2)</b>	<b>40,000</b>	<b>100,000</b>	<b>40,000</b>	<b>40,000</b>	<b>120,000</b>	<b>120,000</b>	<b>20,000</b>	<b>80,000</b>	<b>Nil</b>	<b>560,000</b>
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-
	Overall Ceiling as per the Act	₹ 100,000 per meeting as per the provisions of the Companies Act, 2013									

Note : \*₹ 20,000 Per Board Meeting

# Mr. Amit Bapna resigned w.e.f. May 30, 2018

## Mr. Anand Natarajan was appointed w.e.f. May 30, 2018 and resigned w.e.f. December 21, 2018.

^ Mr. Namit Malhotra's designation was changed from Executive to Non-Executive Director w.e.f. February 14, 2019.

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in ₹)

Sr. No.	Particulars of Remuneration	CEO (Mr. Namit Malhotra)*	Name of Key Managerial Personnel		
			CS (Ms. Parina Shah)	CFO (Mr. Nishant Fadia)	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	2,593,045	5,886,744	8,479,789
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	NA	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- Others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>2,593,045</b>	<b>5,886,744</b>	<b>8,479,789</b>

### NOTE:

\*Mr. Namit Malhotra resigned as CEO and Chairman of the Company w.e.f. February 14, 2019 and ceased to be a KMP w.e.f. that date.

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors, if any, during the financial year ended March 31, 2019

### FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**Ramakrishnan Sankaranarayanan**

Managing Director

DIN: 02696897

**Naresh Malhotra**

Chairman & Whole-Time Director

DIN: 00004597

Date: May 30, 2019

Place: Mumbai