

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - PRIME FOCUS LIMITED
 2. Quarter ending - MARCH 31, 2021

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat eg ory (Ch air pers on / Exe cut iv e/ No n- Exe cut iv e/ Ind ep end ent/ Nom inee)	S u b C at eg o r y	Ini tia l D at e of A p p oi nt m e nt	Dat e of App oi nt m e nt	Dat e of ces sat ion	T e n u r e	D at e of Bi rt h	Wh eth er spe cial res ol ut ion pas sed ?	D at e of p a ss in g s p e ci al res ol ut ion	N o. of Di re ct or s h i p in lis te d e nt iti e s in cl u di ng th is lis te d e nt ity	No of Ind ep end ent Dir ect or ship in lis te d ent iti e s in cl u di ng th is lis te d ent ity	No of me m bers h i p s in Au dit/ Sta keh old er Co m m it te e(s) in cl u di ng th is lis te d ent ity	No of po st of Ch air pers on in Au dit/ St ak eh old er Co m m it te e h el d in lis te d ent iti e s in cl u di ng th is lis te d ent ity	Me m bers h i p in Co m m it tee s of the Co m p a ny	Rem arks
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		4	K						6								
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	Sri	4	6						1								
	niv	4	5						9								
	asa	9	2						6								
	n		5						7								
			C														
M	Riv	0	A	ID	29-	30-		1	1	NA		1	1	4	4	AC,SC	
r.	kar	0	A		Sep	Sep-		8	7-							,NRC	
	an	3	B		-	2019			A								
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	gh	8	C		6				g-								
	Ch	2	7						1								
	adh	8	7						9								
	a	8	9						7								
			4						6								
			G														
M	Pad	0	A	ID	03-	30-		1	0	Yes	3	1	1	2	0	AC,N	
r.	ma	2	A		Jul-	Sep-		8	4-		0-					RC	
	nab	7	C		200	2019			D		S						
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	pal	9	2						1		2						

	Aiyar	81	659K						936		019						
Mrs.	Dr Hemalatha Thiagarajan	07144803	AADPT7587Q	ID		31-Mar-2015	31-Mar-2020		12	11-Apr-2019	Yes	30-Sep-2019	1	1	0	0	
Mr.	Udai Dhawan	03048040	AADFDD065P	NED		14-Dec-2016	27-Sep-2017			17-Jan-2019	NA		2	0	2	0	
Mr.	Samu Devarajan	0878956	AOVPS75065L	ID		14-Dec-2016	27-Sep-2017		51	31-Oct-2019	NA		2	2	5	1	AC,SC,NRC

Company Remarks	<p>1- Srinivasan, Rivkaran & Aiyar were re-appointed as the ID under the Act for 2nd term of 5 consecutive yrs at AGM held on Sep 30,2019.</p> <p>2-Hemalatha was re-appointed as the ID under the Act w.e.f Mar 31,2020 for 2nd term of 5 consecutive yrs at the AGM held on Sep 30,2019.</p> <p>3-Devarajan was appointed as Additional ID w.e.f. Dec 14,2016 and was regularized as an ID at the AGM held on Sep 27,2017 for a period of 5consecutive years w.e.f date of appointment as an additional director.</p> <p>4-Naresh Malhotra was appointed as Chairman & WTD for the period of 3 yrs w.e.f. May 1,2020 upto April 30,2023.</p> <p>5-Ramakrishnan ceased to be MD on expiration of his term of 3 yrs w.e.f close of business hours on June 24,2020. However, he continued to be NED w.e.f. June 25,2020</p>
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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	

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	

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
1	Rivkaran Singh Chadha	ID	Chairperson	27-May-2005	
2	Samu Devarajan	ID	Member	14-Dec-2016	
3	Kodi Raghavan	ID	Member	27-May-2005	

	Srinivasan				
4	Padmanabha Gopal Aiyar	ID	Member	27-Aug-2010	

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
11-Nov-2020	12-Feb-2021	Yes	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	92

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	11-Nov-2020		Yes	2	2
Audit Committee		12-Feb-2021	Yes	2	2
Stakeholders Relationship Committee	11-Nov-2020		Yes	3	2
Stakeholders Relationship Committee		12-Feb-2021	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	92

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 *material transaction With related party by Prime Focus Limited ("PFL") Name of the Related Party Nature of Transaction Amount (Rs. in crores) Mr. Naresh
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Disclosure of notes of material related party transactions	Malhotra (Promoter Director) Prime Focus Ltd (PFL) has availed security in the form of pledge/lien/encumbrance of 1,23,56,190 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFL's borrowing from various banks/ institutions as on March 31, 2021 -- Mr. Namit Malhotra (Promoter Director) PFL has availed security in the form of 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 March 31, 2021 -- * 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.
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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 : **PARIINA SHAH**
Designation : **COMPANY SECRETARY & COMPLIANCE OFFICER**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://www.primefocus.com
Terms and conditions of appointment of	Yes		http://www.primefocus.com
Composition of various committees of	Yes		http://www.primefocus.com
Code of conduct of board of directors and	Yes		http://www.primefocus.com
Details of establishment of vigil mechanism/	Yes		http://www.primefocus.com
Criteria of making payments to non-	Yes		http://www.primefocus.com
Policy on dealing with related party	Yes		http://www.primefocus.com
Policy for determining 'material' subsidiaries	Yes		http://www.primefocus.com
Details of familiarization programs imparted	Yes		http://www.primefocus.com
Email address for grievance redressal and other relevant details entity who are	Yes		http://www.primefocus.com/investor
Contact information of the designated	Yes		http://www.primefocus.com
Financial results	Yes		http://www.primefocus.com
Shareholding pattern	Yes		http://www.primefocus.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		http://www.primefocus.com/investor
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		http://www.primefocus.com
Credit rating or revision in credit rating	Yes		http://www.primefocus.com
Separate audited financial statements of	Yes		http://www.primefocus.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.primefocus.com/investor
Materiality Policy as per Regulation 30	Yes		http://www.primefocus.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		http://www.primefocus.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	No	The Company has already appointed
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A) 25(1)	Yes Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **No**

Other Information	The Listed entity has approved Material Subsidiary Policy, however, corporate governance requirements with respect to appointment of Independent Director of the Company on the Board of unlisted material subsidiaries, incorporated outside India have not been complied with. The Company is in the process to comply with the same.
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Name : **PARINA SHAH**
Designation : **Company Secretary & Compliance Officer**