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December 4, 2019

To,  
National Stock Exchange of India  
Limited  
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

Dear Sir/Madam,

**Ref.: Scrip Code: BSE - 532748/NSE - PFOCUS**

**Sub.: Submission of disclosure on Related Party Transactions for Half Year ended September 30, 2019 pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find attached disclosure on Related Party Transactions for the half-year ended September 30, 2019, on consolidated basis, drawn in accordance with applicable accounting standards as per the requirements of Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on your record and acknowledge the receipt of the same.

Thanking You,

For **Prime Focus Limited**

*Parina Shah*  
**Parina Shah**

**Company Secretary & Compliance Officer**

Encl.: a/a



**i. Key management personnel (KMP)**

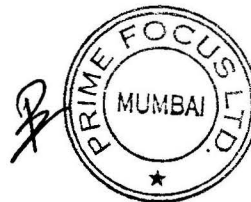
Mr. Naresh Malhotra – Chairman and Whole-time Director (Appointed as a Chairman w.e.f. February 14, 2019)  
Mr. Ramakrishnan Sankaranarayanan – Managing Director  
Mr. Namit Malhotra – Non – Executive Director – (change in designation from CEO, Chairman and Executive Director to Non Executive Director w.e.f. 14th Feb 2019)  
Mr. Nishant Fadia – CFO  
Ms. Parina Shah – Company Secretary

**ii. Enterprises owned or significantly influenced by Key Management Personnel or their relatives**

Blooming Buds Coaching Private Limited  
N2M Reality Private Limited  
Monsoon Studio Private Limited

**i. Enterprises exercising significant influence over the Company**

Standard Chartered Private Equity (Mauritius) Limited  
Standard Chartered Bank



**(i) Key Management Personnel \***

₹ Crores

	Half year ended Sept 30, 2019	Year ended March, 31 '2019
<b>Remuneration</b>		
<b>Total remuneration paid</b>	<b>5.39</b>	<b>10.90</b>

	Half year ended Sept 30, 2019	As at March 31, 2019
<b>Balance payable / (receivable)</b>		
<b>Total remuneration payable</b>	<b>0.25</b>	<b>(2.09)</b>

**(ii) Enterprises owned or significantly influenced by key management personnel or their relatives**

	Half year ended Sept 30, 2019	Year ended March, 31 '2019
<b>Rent</b>		
Blooming Buds Coaching Private Limited	2.04	4.08
<b>Share warrant</b>		
Monsoon Studio Private Limited	-	-

	Half year ended Sept 30, 2019	As at March 31, 2019
<b>Balance outstanding</b>		
<b>Deposit</b>		
Blooming Buds Coaching Private Limited	5.30	5.30
<b>Capital advance</b>		
N2M Reality Private Limited	26.50	26.50

**(iii) Enterprises with significant influence over the Company**

	Half year ended Sept 30, 2019	Year ended March, 31 '2019
<b>Loan (repayments) / taken, net</b>		
Standard Chartered Bank	-	-
<b>Finance costs</b>		
Standard Chartered Bank	-	0.00
<b>Premium on NCD</b>		
Standard Chartered Private Equity (Mauritius) Limited	-	13.29
<b>NCD repaid (including premium)</b>		
Standard Chartered Private Equity (Mauritius) Limited	-	190.02



	Half year ended Sept 30, 2019	As at March 31, 2019
<b>Balance outstanding</b>		
<b>Loan outstanding</b>		
Standard Chartered Bank	-	-
<b>Bank Balance in current account</b>		
Standard Chartered Bank	-	0.01
<b>Non-convertible debentures</b>		
Standard Chartered Private Equity (Mauritius) Limited	-	-
<b>Premium on NCD accrued</b>		
Standard Chartered Private Equity (Mauritius) Limited	-	-

The value 0.00 means amount is below ₹ 50,000/-

Naresh Malhotra and Namit Malhotra (promoters) have given personal guarantees individually / jointly and have pledged part of their shareholdings for borrowings obtained by the Group.

\* Key management personnel have given personal guarantee and have pledged part of their shareholdings for borrowings obtained by the Company. The figures of Key management personnel do not include provisions for gratuity / other employee benefit as separate actuarial valuation not available. Under ESOP Scheme 2014, 27,80,000 options were granted to Key management personnel during March 31, 2018, of which 10,000 options were exercised by Key management personnel during March 31, 2018. The stock options outstanding for KMP's as at September 30, 2019 is 27,70,000 (March 31, 2019: 27,70,000) and employee stock option expense for the year September 30, 2019 is ₹ 0.01 crores (March 31, 2019: ₹ 3.33 crores).

All contracts / arrangements with related parties are at arm's length

