

General information about company	
Scrip code	532748
NSE Symbol	PFOCUS
MSEI Symbol	NOTLISTED
ISIN	INE367G01038
Name of the entity	PRIME FOCUS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory													Textual Information(1)							
Whether the listed entity has a Regular Chairperson													Yes							
Whether Chairperson is related to MD or CEO													No							
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Namit Naresh Malhotra	AACPM0384K	00004049	Non-Executive - Non Independent Director	Not Applicable		02-04-1976	NA		24-06-1997	14-02-2019		1	0	0	0			
2	Mr	Naresh Mahendranath Malhotra	AADPM9824D	00004597	Executive Director	Chairperson		02-10-1944	NA		24-06-1997	01-05-2020		1	0	1	0			
3	Mr	Ramakrishnan Sankaranarayanan	AALPR6472J	02696897	Non-Executive - Non Independent Director	Not Applicable		14-10-1970	NA		11-10-2011	25-06-2020		1	0	0	0			
4	Mr	Kodi Raghavan Srinivasan	AAEPK6525C	00012449	Non-Executive - Independent Director	Not Applicable		30-08-1967	NA		19-02-2004	30-09-2019		30	1	1	2	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes not provided DIN
5	Mr	Rivkaran Singh Chadha	AABPC7794G	00308288	Non-Executive - Independent Director	Not Applicable		17-08-1976	NA		29-09-2006	30-09-2019		30	1	1	4	4		
6	Mr	Padmanabha Gopal Aiyar	AACPA2659K	02722981	Non-Executive - Independent Director	Not Applicable		04-12-1936	Yes	30-09-2019	03-07-2009	30-09-2019		30	1	1	2	0		
7	Mrs	Dr Hemalatha Thiagarajan	AADPT7587Q	07144803	Non-Executive - Independent Director	Not Applicable		11-04-1949	Yes	30-09-2019	31-03-2015	31-03-2020		24	1	1	0	0		
8	Mr	Udai Dhawan	AAFPD8065P	03048040	Non-Executive - Non Independent Director	Not Applicable		17-01-1973	NA		14-12-2016	27-09-2017			1	0	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Samu Devarajan	AOVPS7065L	00878956	Non-Executive - Independent Director	Not Applicable		31-10-1954	NA		14-12-2016	14-12-2021		3	2	2	5	1		

Text Block

Textual Information(1)

1Srinivasan Rivkaran and GP Aiyar were reappointed for 2nd term at AGM held on Sep30 2019
2Hemalatha was reappointed wef Mar31 2020 for 2nd term at the AGM held on Sep30 2019 3Samu was appointed wef Dec 14 2016 and was regularized at the AGM held on Sep27 2017 for a period of 5 years wef Dec14 2016 as an additional director and he was also reappointed wef Dec 14 2021 for 2nd term of 5 yrs at AGM held on Sep30 2021 4 Naresh was appointed as Chairman&WTD for 3 yrs wef May 1 2020 upto April30 2023

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)	Rivkaran Singh Chadha , Srinivasan Kodi Raghavan and Padmanabha Gopal Aiyar were appointed as an ID before the commencement of Companies Act, 2013 Act, however on commencement of Act and 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.
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	27-05-2005		
2	00012449	Kodi Raghavan Srinivasan	Non-Executive - Independent Director	Member	27-05-2005		
3	02722981	Padmanabha Gopal Aiyar	Non-Executive - Independent Director	Member	14-11-2014		
4	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	27-05-2005		
2	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		
3	00012449	Kodi Raghavan Srinivasan	Non-Executive - Independent Director	Member	27-05-2005		
4	02722981	Padmanabha Gopal Aiyar	Non-Executive - Independent Director	Member	27-08-2010		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	27-05-2005		
2	00012449	Kodi Raghavan Srinivasan	Non-Executive - Independent Director	Member	27-05-2005		
3	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	14-02-2011		
4	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	11-06-2021		
2	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	11-06-2021		
3	02696897	Ramakrishnan Sankaranarayanan	Non-Executive - Non Independent Director	Member	11-06-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	21-03-2014		
2	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	21-03-2014		
3	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	22-10-2021				Yes	3	2
2	12-11-2021		20		Yes	5	4
3		25-01-2022	73		Yes	4	2
4		14-02-2022	19		Yes	3	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	22-10-2021				Yes	2	2
2	Audit Committee	12-11-2021	20			Yes	3	3
3	Audit Committee	25-01-2022	73			Yes	2	2
4	Audit Committee	14-02-2022	19			Yes	2	2
5	Stakeholders Relationship Committee	12-11-2021				Yes	3	2
6	Stakeholders Relationship Committee	14-02-2022	93			Yes	3	2

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Textual Information(1)

Disclosure of *material transaction

With related party by Prime Focus Limited (PFL)

Name of the Related Party	Nature of Transaction	Amount (INR in crores)
Mr. Naresh Malhotra (Promoter Director)	Prime Focus Ltd (PFL) has availed security in the form of pledge/lien/encumbrance of 29,96,190 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFLs borrowing from various banks/ institutions as on March 31, 2022	--
Mr. Namit Malhotra (Promoter Director)	PFL 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 PFLs borrowing from various banks/ institutions as on March 31, 2022	--
DNEG India Media Services Limited (Subsidiary Company)	Pursuant to the Shareholders approval dated March 27, 2022, a Business Transfer Agreement (BTA) has been executed on March 31, 2022, between Prime Focus Limited (the Company or Seller) and DNEG India Media Services Limited (Subsidiary Company or Purchaser) for sale of the business of all post production related services that is undertaken by the Company through its divisions which carries out this business, but excluding the business of services/rental of shooting floors as referred in the BTA executed by the company, as a going concern, by way of a slump sale, to DNEG India Media Services Limited, a subsidiary of the Company, for a lump sum consideration of upto Rs. 365 crores (Rupees Three Hundred and Sixty Five Crores only), subject to closing adjustments, if any, as specified in the BTA.	upto Rs. 365 crores (Rupees Three Hundred and Sixty Five Crores only)

* 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.

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Parina Shah
2	Designation	Company Secretary and Compliance Officer

Text Block

Annexure II**Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.primefocus.com/who-we-are
2	Terms and conditions of appointment of independent directors	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
3	Composition of various committees of board of directors	Yes		http://www.primefocus.com/who-we-are
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
6	Criteria of making payments to non-executive directors	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
7	Policy on dealing with related party transactions	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
8	Policy for determining 'material' subsidiaries	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.primefocus.com/investor-center#Familiarisation_Prgm_for_ID

Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
11	email address for grievance redressal and other relevant details	Yes		http://www.primefocus.com/investor-center#Investor_Contacts
12	Financial results	Yes		http://www.primefocus.com/investor-center#Results_Reports
13	Shareholding pattern	Yes		http://www.primefocus.com/investor-center#Results_Reports
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://www.primefocus.com/investor-center#Results_Reports
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.primefocus.com/investor-center#Results_Reports
18	Credit rating or revision in credit rating obtained	Yes		http://www.primefocus.com/investor-center#Results_Reports
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.primefocus.com/subsidiary-financials-2020-21
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.primefocus.com/investor-center
21	Materiality Policy as per Regulation 30	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://www.primefocus.com/investor-center#Corporate_Governance
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.primefocus.com/investor-center

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2), (3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1), (1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	No	The Company is in the process of appointment of Independent Director of the Company on the Board of unlisted material subsidiaries, incorporated outside India. The material unlisted subsidiaries which are incorporated in India have independent director of the Company on their Board.
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Parina Shah
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	No
	Any other information to be provided	Textual Information(1)

Text Block

Textual Information(1)	<p>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.</p> <p>The Company is in the process to comply with the same.</p>
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Annexure II

1	Name of signatory	Parina Shah
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details

Name of signatory	Parina Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	14-04-2022

