

Secretarial Compliance Report of Prime Focus Limited for the Financial Year ended 31 March 2023

To,
The Board of Directors,
Prime Focus Limited

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Prime Focus Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West), Mumbai – 400 052, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31 March 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, D. M. Zaveri & Co, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Prime Focus Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31 March 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not Applicable during the Review Period)**
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable during the Review Period)**
- (g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	--
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.• All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.	Yes Yes	-- --

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
3.	Maintenance and disclosures on Website:		
	• The Listed entity is maintaining a functional website.	Yes	--
	• Timely dissemination of the documents/information under a separate section on the website.	Yes	--
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	--
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
	a) Identification of material subsidiary companies	Yes	--
	b) Disclosure requirement of material as well as other subsidiaries.	Yes	--
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	--
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	--

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	N. A.	No such instance found during review period
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	N. A.	No such instance found during review period
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N. A.	No such additional non-compliance observed during review period

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh M. Zaveri
B Com., F.C.S.

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Tel.: 022-28679660 | 022-49712722 | 91-89281 01870 | Mobile: +91 98203 20503 | E-mail: dmz@dmzaveri.com | Website: www.dmzaveri.com

We hereby report that, during the Review Period:

(a) (**)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circular/ guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The appointment of Independent Director in material foreign subsidiary companies is still pending.	No action has been taken by the company in respect of appointment of Independent Director in material foreign subsidiary companies during the year under review.	No action	The appointment of Independent Director in material foreign subsidiary companies is still pending	NIL	The Company has failed to comply with Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. appointment of Independent directors in material foreign subsidiary.	As represented by the Company, the Board is still in process of compliance of the same.	-

D. M. ZAVERI & Co.

Company Secretaries

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circular/ guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For D. M. Zaveri & Co Company Secretaries

DHARMESH
MAHESHCHANDRA
ZAVERI

Digitally signed by DHARMESH MAHESHCHANDRA ZAVERI
DN: c=IN, o=PERSONAL, ou=7144,
serialNumber=31484281642286133d6c7399a2b30036a17c11f0c
90ccca65a18238c3, postalCode=40007, st=Maharashtra,
serialNumber=498033144184281642286133d6c7399a2b30036a17c11f0c,
xx2a78688050a693f2, cn=DHARMESH MAHESHCHANDRA ZAVERI
Date: 2023.05.25 12:25:45 +05'30'

Dharmesh Zaveri

(Proprietor)

FCS. No.: 5418

CP No.: 4363

Place: Mumbai

Date: 25 May 2023

ICSI UDIN: F005418E000355735

Peer Review Certificate No.: 1187/2021