

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
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	Disqualification of Directors under section 164 of the Companies Act, 2013														
Sl. No.	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	Chairperson of the Company
40384K	00004049	Non-Executive - Non Independent Director	Not Applicable		02-04-1976	No				Active	NA		24-06-1997	14-02-2019			1	0	0	0
49824D	00004597	Executive Director	Chairperson		02-10-1944	No				Active	NA		24-06-1997	01-05-2020			1	0	2	0
6472J	02696897	Non-Executive - Non Independent Director	Not Applicable		14-10-1970	No				Active	NA		11-10-2011	25-06-2020	30-05-2023		0	0	0	0
6525C	00012449	Non-Executive - Independent Director	Not Applicable		30-08-1967	No				Active	NA		24-12-2014	30-09-2019		102.07	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

	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Chairpersons in Audit/ Stakeholder Committee(s) held by this listed entity (Refer Regulation 26(1) of Listing Regulations)
i59K	02722981	Non-Executive - Independent Director	Not Applicable		04-12-1936	No				Active	Yes	30-09-2019	24-12-2014	30-09-2019	30-05-2023	102.07	0	0	0	0
i87Q	07144803	Non-Executive - Independent Director	Not Applicable		11-04-1949	No				Active	Yes	30-09-2019	31-03-2015	31-03-2020		99	1	1	1	0
25B	00848207	Non-Executive - Non Independent Director	Not Applicable		07-02-1979	No				Active	NA		01-07-2022	07-08-2022			1	0	2	0
i65L	00878956	Non-Executive - Independent Director	Not Applicable		31-10-1954	No				Active	NA		14-12-2016	14-12-2021		78.17	2	2	7	4

Text Block	
Textual Information(1)	<p>1 K R Srinivasan &amp; GP Aiyar were appointed on Dec 12 2014 after the enactment of Companies Act 2013 for the first term &amp; were reappointed for 2nd term at AGM held on Sep 30 2019 2 Hemalatha was appointed on March 31 2015 after the enactment of Companies Act 2013 for the first term &amp; was reappointed wef March 31 2020 for 2nd term at the AGM held on Sept 30 2019 3 Devarajan Samu was appointed as an additional director wef Dec 14 2016 &amp; was regularized at the AGM held on Sept 27 2017 for a period of 5 years wef Dec14 2016 &amp; he was also reappointed wef Dec 14 2021 for 2nd term of 5 yrs at AGM held on Sept 30 2021 4 Naresh Malhotra was re-appointed as Chairman &amp;WTD for 3 yrs wef May 01 2023 upto April 30 2026 at the AGM held on Sept 30, 2022 5 Vibhav Parikh was appointed as additional director wef July 01 2022 &amp; was regularized as Director wef August 07 2022</p> <p>As per exchange circular dated April 10 2023 initial date of appointment for Independent Directors is taken as the date of their appointment after the enactment of Companies Act 2013 Further tenure of Independent Director is calculated from the date of initial appointment till June 30 2023</p> <p>S Ramakrishnan &amp; GP Aiyar resigned with effect from May 30 2023</p>

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

Annexure 1 Text Block	
Textual Information(1)	<p>Raghavan Srinivasan Kodi appointed as an ID before the commencement of Companies Act, 2013 however on commencement of Act and pursuant to Sec 149 of the Act, was appointed as ID for a period of 5 yrs w.e.f December 24, 2014. Therefore the appointment date in respective Committees differs with their date of Appointment in the current term as mentioned in Composition of Board.</p> <p>G P Aiyar resigned with effect from closure of business hours of 30th May 2023.</p> <p>S Ramakrishnan resigned with effect from closure of business hours of 30th May 2023.</p>

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	00878956	Devarajan Samu	Non-Executive - Independent Director	Chairperson	14-12-2016		
2	00012449	Raghavan Srinivasan Kodi	Non-Executive - Independent Director	Member	27-05-2005		
3	07144803	Hemalatha Thiagarajan	Non-Executive - Independent Director	Member	30-05-2023		
4	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	30-05-2023		
5	02722981	G P Aiyar	Non-Executive - Independent Director	Member	14-11-2014	30-05-2023	

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	00878956	Devarajan Samu	Non-Executive - Independent Director	Chairperson	14-12-2016		
2	00012449	Raghavan Srinivasan Kodi	Non-Executive - Independent Director	Member	27-05-2005		
3	02722981	G P Aiyar	Non-Executive - Independent Director	Member	27-08-2010	30-05-2023	
4	00004049	Namit Naresh Malhotra	Non-Executive - Non Independent Director	Member	30-05-2023		



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	00878956	Devarajan Samu	Non-Executive - Independent Director	Chairperson	14-12-2016		
2	00012449	Raghavan Srinivasan Kodi	Non-Executive - Independent Director	Member	27-05-2005		
3	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	14-02-2011		

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	00004597	Naresh Mahendranath Malhotra	Executive Director	Chairperson	11-06-2021		
2	00878956	Devarajan Samu	Non-Executive - Independent Director	Member	14-11-2022		
3	00004049	Namit Naresh Malhotra	Non-Executive -Non Independent Director	Member	30-05-2023		
4	02696897	S Ramakrishnan	Non-Executive - Non Independent Director	Member	11-06-2021	30-05-2023	

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	00004597	Naresh Mahendranath Malhotra	Executive Director	Chairperson	21-03-2014		
2	00878956	Devarajan Samu	Non-Executive - Independent Director	Member	14-12-2016		
3	02696897	S Ramakrishnan	Non-Executive - Non Independent Director	Member	14-11-2022	30-05-2023	
4	00004049	Namit Naresh Malhotra	Non-Executive - Non Independent Director	Member	30-05-2023		

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-02-2023				Yes	8	4	2
2	22-02-2023		7		Yes	8	3	1
3		13-04-2023	49		Yes	8	5	2
4		30-05-2023	46		Yes	8	6	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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-02-2023				Yes	3	2	2	0
2	Audit Committee	13-04-2023	57			Yes	3	2	2	0
3	Audit Committee	30-05-2023	46			Yes	3	2	2	0
4	Stakeholders Relationship Committee	14-02-2023				Yes	3	2	1	0
5	Stakeholders Relationship Committee	30-05-2023	104			Yes	3	3	2	0
6	Nomination and remuneration committee	30-05-2023				Yes	3	2	2	0

## Annexure 1

### IV. Meeting of Committees

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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Corporate Social Responsibility Committee	30-05-2023				Yes	3	3	1	0
8	Risk Management Committee	14-02-2023				Yes	3	2	0	0
9	Risk Management Committee	30-05-2023	104			Yes	3	3	1	0

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	



**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 1000 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

Signatory Details	
Name of signatory	Parina Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-07-2023

