

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	Half Yearly
Date of Report	30-09-2023
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	
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
1	Mr	Namit Naresh Malhotra	AACPM0384K	00004049	Non-Executive - Non Independent Director	Not Applicable		02-04-1976
2	Mr	Naresh Mahendranath Malhotra	AADPM9824D	00004597	Executive Director	Chairperson		02-10-1944
3	Mr	Raghavan Srinivasan Kodi	AAEPK6525C	00012449	Non-Executive - Independent Director	Not Applicable		30-08-1967
4	Mr	Devarajan Samu	AOVPS7065L	00878956	Non-Executive - Independent Director	Not Applicable		31-10-1954
5	Mr	Vibhav Niren Parikh	AGUPP9125B	00848207	Non-Executive - Non Independent Director	Not Applicable		07-02-1979
6	Mrs	Hemalatha Thiagarajan	AADPT7587Q	07144803	Non-Executive - Independent Director	Not Applicable		11-04-1949

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors												
Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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	NA		24-06-1997	14-02-2019			1	0	0	0		
2	NA		24-06-1997	01-05-2020			1	0	2	0		
3	NA		24-12-2014	30-09-2019		105.07	1	1	2	0		
4	NA		14-12-2016	14-12-2021		81.17	2	2	7	4		
5	NA		01-07-2022	07-08-2022			1	0	3	0		
6	Yes	30-09-2019	31-03-2015	31-03-2020		102	1	1	1	0		

Text Block	
Textual Information(1)	<p>1 K R Srinivasan was appointed on Dec 24 2014 after the enactment of Companies Act 2013 for the first term & was 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 & 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 & was regularized at the AGM held on Sept 27 2017 for a period of 5 years wef Dec14 2016 & 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 &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 & 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 September 30 2023</p>

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

Annexure 1 Text Block	
Textual Information(1)	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.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					No		
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		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
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	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					No		
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		

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	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	13-04-2023				Yes	8	5	2
2	30-05-2023		46		Yes	8	6	2
3		11-08-2023	72		Yes	6	5	2
4		01-09-2023	20		Yes	6	4	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	13-04-2023				Yes	3	2	2	0
2	Audit Committee	30-05-2023	46			Yes	3	2	2	0
3	Audit Committee	11-08-2023	72			Yes	4	3	2	0
4	Audit Committee	01-09-2023	20			Yes	4	3	2	0
5	Stakeholders Relationship Committee	30-05-2023				Yes	3	3	2	0
6	Stakeholders Relationship Committee	11-08-2023	72			Yes	3	3	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	Nomination and remuneration committee	30-05-2023				Yes	3	2	2	0
8	Corporate Social Responsibility Committee	30-05-2023				Yes	3	3	1	0
9	Risk Management Committee	30-05-2023				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

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III		
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)	

Text Block	
Textual Information(1)	<div>There are no loan, guarantee, comfort letter, security provided or any other form of debt advanced by the Company for the half year ended September 30, 2023, directly or indirectly</div> <div>Promoter or any other entity controlled by them</div> <div>Promoter Group or any other entity controlled by them</div> <div>Directors (including relatives) or any other entity controlled by them</div> <div>KMPs or any other entity controlled by them</div>

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

Signatory Details	
Name of signatory	Parina Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-10-2023

