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	Yearly				
Date of Report	31-03-2024				
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										
		ular Chairperson	Yes								
	Whether Chairperson is related to MD or CEO										
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	Kodi Raghavan Srinivasan	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 Reappointment	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)	Reason for Cessation	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- 2023			1	0	2	0			
3	NA		24-12- 2014	30-09- 2019		111.07	1	1	2	0			
4	NA		14-12- 2016	14-12- 2021		87.17	2	2	7	4			
5	NA		01-07- 2022	07-08- 2022			2	0	3	0			
6	Yes	30-09- 2019	31-03- 2015	31-03- 2020		108	1	1	1	0			

	Text Block							
	1 Kodi Raghavan Srinivasan was appointed on Dec 24 2014 after the enactment of Companies Act 2013 for the first term and was reappointed for 2nd term at AGM held on Sep 30 2019							
	2 Hemalatha Thiagarajan was appointed on March 31 2015 after the enactment of Companies Act 2013 for the first term and was reappointed wef March 31 2020 for 2nd term at the AGM held on September 30 2019							
Textual Information(1)	3 Devarajan Samu was appointed as an additional director wef Dec 14 2016 and was regularized at the AGM held on Sep 27 2017 for a period of 5 years wef Dec 14 2016 and he was also reappointed wef Dec 14 2021 for 2nd term of 5 yrs at AGM held on Sep 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 Sep 30 2022							
	5 Vibhav Parikh was appointed as additional director wef July 01 2022 and was regularized as Director wef August 07 2022							
	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 March 31 2024							

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

Annexure 1 Text Block				
Textual Information(1)	Kodi Raghavan Srinivasan 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, 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 his date of Appointment in the current term as mentioned in Composition of Board.			

Au	Audit Committee Details								
		Whether th	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		Textual Information(1)		
2	00012449	Kodi Raghavan Srinivasan	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				

	Sr Text Block
Textual Information(1)	Mr Devarajan Samu was appointed as chairperson of Audit Committee with effect from 14 November 2022

No	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		Textual Information(1)		
2	00012449	Kodi Raghavan Srinivasan	Non-Executive - Independent Director	Member	27-05-2005				
3	00004049	Namit Naresh Malhotra	Non-Executive - Non Independent Director	Member	30-05-2023				

	Sr Text Block
Textual Information(1)	Mr Devarajan Samu was appointed as chairperson of Nomination and remuneration Committee with effect from 14 November 2022

Sta	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		Textual Information(1)		
2	00012449	Kodi Raghavan Srinivasan	Non-Executive - Independent Director	Member	27-05-2005				
3	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	14-02-2011				

	Sr Text Block
Textual Information(1)	Mr Devarajan Samu was appointed as chairperson of Stakeholders Relationship Committee with effect from 14 November 2022

Ri	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		Textual Information(1)			
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					

	Sr Text Block
	Mr Naresh Mahendranath Malhotra was appointed as chairperson of Risk Managment Committee with effect from 14 November 2022

Co	Corporate Social Responsibility Committee									
	Whether the	e Corporate Social Respo	onsibility Committee has a Re	egular 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		Textual Information(1)			
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					

	Sr Text Block
Textual Information(1)	Mr Naresh Mahendranath Malhotra was appointed as chairperson of Corporate Social Responsibility Committee with effect from 14 November 2022

(ther Committee					
S	r DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

	Annexure 1								
An	Annexure 1								
III	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	03-11-2023				Yes	6	4	2	
2		01-02-2024	89		Yes	6	6	3	
3		13-02-2024	11		Yes	6	4	2	

							-
А	n	n	O	71	11	40	

IV.	Meeting	of Committees
	meening	or 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	Reson 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	03-11-2023				Yes	4	3	2	0
2	Audit Committee	13-02-2024	101			Yes	4	3	2	0
3	Stakeholders Relationship Committee	03-11-2023				Yes	3	3	2	0
4	Stakeholders Relationship Committee	13-02-2024	101			Yes	3	3	2	0
5	Risk Management Committee	03-11-2023				Yes	3	2	1	0
6	Risk Management Committee	13-02-2024	101			Yes	3	2	1	0

	Annexure 1							
V.	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						
Dis	sclosure of notes of material transaction with related party	Textual Information(1)						

	Text Block								
	Disclosure of Material Transaction with related party								
	Name of the Related Party 1	Name of the Related Party 2	Nature of Transaction						
Textual Information(1)	Double Negative Limited (Subsidiary)	Double Negative Montral Productions Ltd. (Subsidiary)	a) Availing and rendering of services; b)Purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) Transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Reimbursement of expenses including recharge received and recharge given; e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) Allocation of expenses towards grant of Stock Option; g) Purchase/ sale of investments.						
	DNEG India Media Services Limited (Subsidiary)	Double Negative Limited (Subsidiary)	a) Availing and rendering of services; b)Purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) Transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Reimbursement of expenses including recharge received and recharge given; e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) Allocation of expenses towards grant of Stock Option; g) Purchase/ sale of investments.						

	Annexure 1						
VI	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 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

I. 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/what-we-do			
2	Terms and conditions of appointment of independent directors	Yes		http://www.primefocus.com/sites/default/files/pdf/terms-and-conditions-of-appointment-of-independent-directors.pdf			
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/sites/default/files/pdf/pfl_code_of_conduct.pdf			
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.primefocus.com/sites/default/files/pdf/WHISTLE_BLOWER_POLICY.pdf			
6	Criteria of making payments to non-executive directors	Yes		http://www.primefocus.com/sites/default/files/pdf/Nomination_Remuneration_Policy.pdf			
7	Policy on dealing with related party transactions	Yes		http://www.primefocus.com/sites/default/files/pdf/PRIME_FOCUS_LIMITED-Related_Party_Policy.pdf			
8	Policy for determining 'material' subsidiaries	Yes		http://www.primefocus.com/sites/default/files/pdf/POLICY_ON_MATERIAL_SUBSIDIARIES.pdf			
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.primefocus.com/investor-center#Familiarisation_Prgm_for_ID			
10	Email address for grievance redressal and other relevant details	Yes		http://www.primefocus.com/investor-center#Investor_Contacts			
11	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#Investor_Contacts			

12 Financial results Yes http://www.primefocus.com/financial-results-conclusion-meeting-board-directors 13 Shareholding pattern Yes http://www.primefocus.com/shareholding-pattern 14 or pattern Details of agreements entered into with the media companies and/or their associates NA				
Details of agreements entered into with the media companies and/or their	12		Yes	http://www.primefocus.com/financial-results-conclusion-meeting-board-directors
agreements entered into with the media companies and/or their	13		Yes	http://www.primefocus.com/shareholding-pattern
	14	agreements entered into with the media companies and/or their	NA	

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 Regulation	ulations	Listing R	of :	terms	in	website	on	I. Disclosure
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1. 1515	sciosure on website	in terms of La	sting regula	1015
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address
15.1	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	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.primefocus.com/items-sub-regulation-1-regulation-47-newspaper-advertisement
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.primefocus.com/separate-audited-financial-statements-each-subsidiary-listed-entity-respect-relevant-financial
20	Secretarial Compliance Report	Yes		http://www.primefocus.com/secretarial-compliance-report-under-regulation-24a
21	Materiality Policy as per Regulation 30 (4)	Yes		http://www.primefocus.com/sites/default/files/pdf/Policy_on_criteria_for_determining_materiality_of_events_or_inform
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		http://www.primefocus.com/sites/default/files/pdf/Authorised_KMP_to_determine_Materiality.pdf
23	Disclosures under regulation 30(8)	Yes		http://www.primefocus.com/investor-center#Results_Reports
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		http://www.primefocus.com/sites/default/files/pdf/Dividend-Distribution-Policy.pdf

26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	http://www.primefocus.com/annual-return-provided-under-section-92-companies-act-2013
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	http://www.primefocus.com/disclosures-under-regulation-46-lodr
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	http://www.primefocus.com/disclosures-under-regulation-46-lodr

	Annexure II								
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(1C), 17(1D) & 17(1E)	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.	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes					
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes					
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes					
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes					

	Annexure II							
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	Role of Nomination and Remuneration Committee	19(4)	Yes					
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes					
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes					
24	Role of Stakeholders Relationship Committee	20(4)	Yes					
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes					
26	Meeting of Risk Management Committee	21(3A)	Yes					
27	Quorum of Risk Management Committee meeting	21(3B)	Yes					
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes					
29	Vigil Mechanism	22	Yes					
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes					

	A	nnexure II						
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	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes					
32	Approval for material related party transactions	23(4)	Yes					
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes					
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes					
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes					
36	Alternate Director to Independent Director	25(1)	NA					
37	Maximum Tenure	25(2)	Yes					
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA					
39	Meeting of independent directors	25(3) & (4)	Yes					
40	Familiarization of independent directors	25(7)	Yes					

	Annexure II							
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.				
41	Declaration from Independent Director	25(8) & (9)	Yes					
42	Directors and Officers insurance	25(10)	Yes					
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA					
44	Memberships in Committees	26(1)	Yes					
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes					
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes					
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes					
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA					
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA					
	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				
Ш	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	Yes		
	Any other information to be provided			

	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)	

	Text Block
Textual Information(1)	There are no loan, guarantee, comfort letter, security provided or any other form of debt advanced by the Company for the half year ended March 31, 2024, directly or indirectly to: Promoter or any other entity controlled by them Promoter Group or any other entity controlled by them Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them

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		
Number of cyber secur			
Sr.	Date of the event	Brief details of the event	

Signatory Details		
Name of signatory	Parina Shah	
Designation of person	Company Secretary and Compliance Officer	
Place	Mumbai	
Date	15-04-2024	