

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Quarterly
Date of Quarter Ending	31-12-2024
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No No fine or penalty was imposed during the quarter December 31, 2024 to the Company
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No Disclosure of new tax litigation or ongoing tax litigations or disputes is not applicable during quarter ended December 31, 2024, pursuant to SEBI Circular dated December 31, 2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	P00234
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	

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	
Sl	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	Devarajan Samu	AOVPS706SL	00878956	Non-Executive - Independent Director	Not Applicable		31-10-1954
4	Mrs	Hemalatha Thiagarajan	AADPT7587Q	07144803	Non-Executive - Independent Director	Not Applicable		11-04-1949
5	Ms	Pooja Sood	OVTPS3352B	10590404	Non-Executive - Independent Director	Not Applicable		23-12-1974
6	Mr	Bharat Shashikumar Dighe	AAFDD3367G	00203056	Non-Executive - Independent Director	Not Applicable		15-08-1969

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sl	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													
Sl	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 Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships in listed entities including this listed entity (with reference to regulation 17A(1) & reg. 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 and providing PAN	Notes for and providing DIN
1	NA		24-06-1997	14-02-2019		1	1	0	0	0			
2	NA		24-06-1997	01-05-2023		1	1	0	2	0			
3	NA		14-12-2016	14-12-2021		96.17	1	1	5	3			
4	Yes	30-09-2019	31-03-2015	31-03-2020		117	1	1	1	0			
5	NA		09-08-2024	09-08-2024		4.22	1	1	2	0			
6	NA		09-08-2024	09-08-2024		4.22	1	1	3	0			

Text Block	
Textual Information(1)	Mr. Bharat and Ms. Pooja were appt as addl. NEDs wef 9-8-24 and regularized at AGM dt 30-9-24.Samu re-appt on 4-12-21 for 2nd term of 5yrs at AGM dt 30-9-21.Naresh re-appt as Chairman,WTD for 3yrs wef 1-5-23 upto 30-4-26 at AGM dt 30-9-22. Initial dt of appt of ID taken as dt of appt after CA 13.Tenure of ID is calculated from dt of initial appt till 31-12-24.

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		Textual Information(1)
2	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
3	07144803	Hemalatha Thangarajan	Non-Executive - Independent Director	Member	30-05-2023		
4	00004597	Suresh Mahendranath Mallotra	Executive Director	Member	30-05-2023		
5	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)

Sr Text Block	
Textual Information(1)	Mr Devarajan Samu was appointed as chairperson of Audit Committee with effect from 14 November 2022
Textual Information(2)	Ms Pooja Sood was appointed as an additional non executive independent director wef August 09 2024 and was regularized at the AGM held on September 30 2024. Further she was appointed as member of Audit Committee wef August 09 2024
Textual Information(3)	Mr Bharat Dighse was appointed as an additional non executive independent director wef August 09 2024 and was regularized at the AGM held on September 30 2024. Further, he was appointed as member of Audit Committee wef August 09 2024

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	Devarajam Samu	Non-Executive - Independent Director	Chairperson	14-12-2016		Textual Information(1)
2	00004049	Namit Naresh Malhotra	Non-Executive - Non Independent Director	Member	30-05-2023		
3	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
4	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)

Sr Text Block	
Textual Information(1)	Mr Devarajan Samu was appointed as chairperson of Nomination and Remuneration Committee with effect from 14 November 2022
Textual Information(2)	Ms Pooja Sood was appointed as an additional non executive independent director wef August 09 2024 and was regularized at the AGM held on September 30 2024. Further, she was appointed as member of NRC wef August 09 2024
Textual Information(3)	Mr Bhant Dighat was appointed as an additional non executive independent director wef August 09 2024 and was regularized at the AGM held on September 30 2024. Further, he was appointed as member of NRC wef August 09 2024

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	Devarajam Samu	Non-Executive - Independent Director	Chairperson	14-12-2016		Textual Information(1)
2	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	14-02-2011		
3	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
4	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)

Sr Text Block	
Textual Information(1)	Mr Devarajan Samu was appointed as chairperson of Stakeholders Relationship Committee with effect from 14 November 2022
Textual Information(2)	Ms Pooja Sood was appointed as an additional non executive independent director wef August 09 2024 and was regularized at the AGM held on September 30 2024. Further, he was appointed as member of SRC wef August 09 2024
Textual Information(3)	Mr Bharat Dighhe was appointed as an additional non executive independent director wef August 09 2024 and was regularized at the AGM held on September 30 2024. Further, he was appointed as member of SRC wef August 09 2024

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		Resignation 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	
Textual Information(1)	Mr Naresh Mahendranath Malhotra was appointed as chairperson of Risk Management Committee with effect from 14 November 2022

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		Residual 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

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. No.	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	09-08-2024				Yes	6	4	2
2		14-11-2024	96		Yes	6	5	4

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 Directors)	No. of Independent Directors attending the meeting* (other than Board of Directors)
1	Audit Committee	09-08-2024				Yes	4	3	2
2	Audit Committee	14-11-2024	96			Yes	5	5	4
3	Nomination and remuneration committee	09-08-2024				Yes	3	2	2
4	Stakeholders Relationship Committee	09-08-2024				Yes	3	3	2
5	Stakeholders Relationship Committee	14-11-2024	96			Yes	4	4	3
6	Risk Management Committee	14-11-2024				Yes	3	2	1

Annexure 1		
V. 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

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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Purina Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	22-01-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:					
Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Brahma AI Holdings Limited	19-12-2024	0	100	100

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: Text Block	
Textual Information(1)	Prime Focus Limited (PFL) has received intimation on December 20, 2024, from its step-down subsidiary, Double Negative Holdings Limited, UK (DNHG UK) that DNHG UK has incorporated a wholly owned subsidiary in the name of Brahma AI Holdings Limited on December 19, 2024, bearing Company Number 157756. Brahma AI Holdings Limited will be a step-down subsidiary of PFL.

