

## Secretarial Compliance Report of Prime Focus Limited for the Financial year ended 31<sup>st</sup> March 2021

To,  
The Board of Directors,  
**Prime Focus Limited**

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<sup>st</sup> March 2021 ("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 (Buyback of Securities) Regulations, 2018; **(Not Applicable during the Review Period)**
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable during the Review Period)**

- (h) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, 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/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The appointment of Independent directors in material foreign subsidiary is not yet done.	The Company has failed to comply with 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 in process of compliance of the same.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records;
- (c) Following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

# D. M. ZAVERI & Co.

Company Secretaries

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

145, 1<sup>st</sup> Floor, Kesar Residency, Above Bhagwati Restaurant, Sector 3, Charkop, Kandivali (West), Mumbai – 400 067.  
Tel.: 022-28679660, 022-49712722 (M). 98203 20503, E-mail.: dmz@dmzaveri.com, Website: [www.dmzaveri.com](http://www.dmzaveri.com)

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
Nil				

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

Sr. No.	Observation of Practising Company Secretary in previous reports	Observation made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2020	Action taken by listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
1.	N. A.	The Company has failed to comply with 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 in process of compliance of the same.	The board still in process of comply with the requirement of appointment of independent director in material foreign subsidiary.	As represented by the Company, the Board is in process of compliance of the same.

# D. M. ZAVERI & Co.

Company Secretaries

**CS** Dharmesh M. Zaveri  
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(e) The listed entity has complied with the clause 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter issued to the Statutory Auditors.

For D. M. Zaveri & Co.  
Company Secretaries

Dharmesh Zaveri  
(Proprietor)

FCS. No.: 5418

CP No.: 4363

Place: Mumbai

Date: 28<sup>th</sup> June 2021

ICSI UDIN: F005418C000531394