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July 10, 2020

To,
The National Stock Exchange of India Limited
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department,
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.: 22723121/2037/2039

Ref.: Scrip Code: BSE – 532748/NSE – PFOCUS
Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Dear Sir,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we attach herewith the Annual Secretarial Compliance Report for the year ended March 31, 2020 issued by Secretarial Auditors of the Company.

Kindly take the above on your record and acknowledge the receipt of the same.

Thanking You,
Yours Faithfully,
For **Prime Focus Limited**

Sd/-

Parina Shah
Company Secretary & Compliance officer
Encl.: a/a
Contact No.: 7738356553

Note: In view of the lockdown due to COVID-19 pandemic, we are submitting unsigned letter

D. M. ZAVERI & Co.

Company Secretaries

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

145, 1st Floor, Kesar Residency, Above Bagwati 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

Secretarial Compliance Report of Prime Focus Limited for the Financial year ended 31st March, 2020

To,
Prime Focus Limited

Prime Focus House, Linking Road, Opp.
CITI Bank, Khar West, Mumbai – 400 052

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 31st March, 2020 (“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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) 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)**

D. M. ZAVERI & Co.

Company Secretaries

Dharmesh M. Zaveri
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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) 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) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
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	<i>The appointment of Independent directors in material foreign subsidiary is not yet done.</i>	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

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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 st March 2019	Action taken by listed entity if any	Comments of the Practising Company Secretary on the action taken by the listed entity
1.		The Company has failed to comply with Regulation 30 to be read with Schedule III Part A(a)(4)(h) w.r.t. filing of Audited Financial Statements of the Company for the year ended 31 st March, 2018, within 30 minutes of the closure of the Board Meeting held on 30 th May, 2018.	Nil	As represented by the Company the above non-compliance is due to technical error.

For D. M. Zaveri & Co.
Company Secretaries

Dharmesh Zaveri
(Proprietor)

FCS. No.: 5418

CP No.: 4363

ICSI Unique Code: S2001MH046100

Peer Review Cer. No.: 294/2015

Place: Mumbai

Date: 10th July 2020

ICSI UDIN: F005418B000437344