

## Form No. MGT-7

### Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

#### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

L92100MH1997PLC108981

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	PRIME FOCUS LIMITED	PRIME FOCUS LIMITED
Registered office address	PRIME FOCUS HOUSE, OPP CITI BANK, LINKING ROAD, KHAR (WEST),NA,MUMBAI,Mumbai City,Maharashtra,India,400052	PRIME FOCUS HOUSE, OPP CITI BANK, LINKING ROAD, KHAR (WEST),NA,MUMBAI,Mumbai City,Maharashtra,India,400052
Latitude details	19.072209	19.072209
Longitude details	72.83427	72.83427

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

PFL\_PhotoGraph.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*1B

(c) \*e-mail ID of the company

\*\*\*\*\*a.sanghavi@primefocus.co  
m

(d) \*Telephone number with STD code

02\*\*\*\*\*00

(e) Website	<div></div>									
iv *Date of Incorporation (DD/MM/YYYY)	<div>24/06/1997</div>									
v (a) *Class of Company (as on the financial year end date) (Private company/Public Company/One Person Company)	<div>Public company</div>									
(b) *Category of the Company (as on the financial year end date) (Company limited by shares/Company limited by guarantee/Unlimited company)	<div>Company limited by shares</div>									
(c) *Sub-category of the Company (as on the financial year end date) (Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)	<div>Indian Non-Government company</div>									
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> <tr> <td>2</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)	2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
S. No.	Stock Exchange Name	Code								
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
viii Number of Registrar and Transfer Agent	<div>1</div>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 25%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 25%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td>U67190MH1999PTC118368</td> <td>MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West, ),,,Mumbai,Mumbai City,Maharashtra,India,400083</td> <td>INR000004058</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West, ),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West, ),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058							
ix * (a) Whether Annual General Meeting (AGM) held										
<input type="radio"/> Yes <input checked="" type="radio"/> No										
(b) If yes, date of AGM (DD/MM/YYYY)	<div></div>									
(c) Due date of AGM (DD/MM/YYYY)	<div>30/09/2025</div>									
(d) Whether any extension for AGM granted										
<input type="radio"/> Yes <input checked="" type="radio"/> No										

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

AGM will be held on or before the due date

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate activities	68	Real Estate activities	52.21
2	J	Information and communication	63	Information service activities	47.79

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

38

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U72200MH2008PLC179850		PRIME FOCUS TECHNOLOGIES LIMITED	Subsidiary	92.23
2	U52392MH2008PTC179538		PRIME FOCUS STUDIOS PRIVATE LIMITED	Subsidiary	100
3		27AAPFJ1509E1ZG	JAM8 PRIME FOCUS LLP	Joint Venture	51
4		06690289	PRIME FOCUS TECHNOLOGIES UK LIMITED	Subsidiary	100
5		202028726H	PRIME FOCUS TECHNOLOGIES PTE. LTD.	Subsidiary	100

6		5293228	PRIME FOCUS TECHNOLOGIES, INC.	Subsidiary	100
7		05593194	PRIME POST (EUROPE) LIMITED	Subsidiary	100
8		2017227287	BRAHMA AI CANADA INC	Subsidiary	100
9	U72200MH2012PTC411212		APPTARIX MOBILITY SOLUTIONS PRIVATE LIMITED	Subsidiary	100
10	U72100MH2007PTC174803		GVS SOFTWARE PRIVATE LIMITED	Subsidiary	100
11		C099335	PF WORLD LIMITED	Subsidiary	100
12		C078833	PF MEDIA LIMITED	Subsidiary	100
13		12860553	PRIME FOCUS MEDIA UK LIMITED	Subsidiary	100
14		C103429	PF OVERSEAS LTD	Subsidiary	88.5
15		B164184	DNEG S.A.R.L (Formerly known as Prime Focus Luxembourg S.A.R.L.)	Subsidiary	56.2
16		C099336	PF INVESTMENTS LIMITED	Subsidiary	100
17	U92120MH2008PLC186091		PRIME FOCUS MOTION PICTURES LIMITED	Subsidiary	100
18		C1704797	DNEG NORTH AMERICA, INC.	Subsidiary	100
19		7575881	PRIME FOCUS INTERNATIONAL SERVICES UK LIMITED	Subsidiary	100
20	U70100MH2006PLC160748		DNEG INDIA MEDIA SERVICES LIMITED	Subsidiary	100
21		1224860397IC0001	DOUBLE NEGATIVE MONTREAL PRODUCTIONS LTD.	Subsidiary	100
22		11707488	DNEG PLC	Subsidiary	100
23		3558668	DOUBLE NEGATIVE HOLDINGS LIMITED	Subsidiary	100
24		206687884	DNEG BULGARIA EOOD	Subsidiary	100

25	U74110MH2016PTC281032		PRIME FOCUS ACADEMY OF MEDIA AND ENTERTAINMENT STUDIES PRIVATE LIMITED	Subsidiary	100
26		002858909	DOUBLE NEGATIVE TORONTO Productions Ltd	Subsidiary	100
27		ACN 666 163 980	DNEG Australia Productions PTY Ltd	Subsidiary	100
28		200-995-4650	BRAHMA AI HOLDINGS LIMITED	Subsidiary	100
29		8264929	DOUBLE NEGATIVE FILMS LIMITED	Subsidiary	100
30		201706710241	DOUBLE NEGATIVE LA LLC	Subsidiary	100
31		3325701	DOUBLE NEGATIVE LIMITED	Subsidiary	100
32		BC1473275	DOUBLE NEGATIVE CANADA PRODUCTIONS LTD.	Subsidiary	100
33		01-09-401572	DOUBLE NEGATIVE HUNGARY Limited	Subsidiary	100
34		B-10795102	DNEG SPAIN, S.L.	Subsidiary	100
35		ACN 659 176 039	DNEG Australia PTY Ltd	Subsidiary	100
36	U59123MH2025PTC437675		BRAHMA AI INDIA TECHNOLOGIES PRIVATE LIMITED	Subsidiary	100
37		5853902	METAPHYSIC INC	Subsidiary	100
38		13396458	METAPHYSIC LIMITED	Subsidiary	100

#### IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### i SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	850000000.00	299986976.00	299986976.00	299986976.00
Total amount of equity shares (in rupees)	850000000.00	299986976.00	299986976.00	299986976.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
equity share				
Number of equity shares	850000000	299986976	299986976	299986976
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees )	850000000	299986976	299986976	299986976

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees )				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	10	299848634	299848644.00	299848644	299848644	
<b>Increase during the year</b>	0.00	138332.00	138332.00	138332.00	138332.00	7054932.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	138332	138332.00	138332	138332	7054932
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div></div>						
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
<b>At the end of the year</b>	10.00	299986966.00	299986976.00	299986976.00	299986976.00	
<b>(ii) Preference shares</b>						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	0.00

ISIN of the equity shares of the company

INE367G01038

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		<div></div>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil



Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

**iv Debentures (Outstanding as at the end of financial year)**

**(a) Non-convertible debentures**

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

**v Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

397584000

ii \* Net worth of the Company

17554851999

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	58675296	19.56	0	0.00
	(ii) Non-resident Indian (NRI)	14900000	4.97	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	135972232	45.33	0	0.00

10	Others <div></div>				
	<b>Total</b>	209547528.00	69.86	0.00	0

Total number of shareholders (promoters)

3

## B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	13392034	4.46	0	0.00
	(ii) Non-resident Indian (NRI)	626691	0.21	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	1000	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	2381	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	8909862	2.97	0	0.00

10	Others				
	HUF LLP and others	67507480	22.50	0	0.00
	<b>Total</b>	90439448.00	30.14	0.00	0

Total number of shareholders (other than promoters)

12427

Total number of shareholders (Promoters + Public/Other than promoters)

12430.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	5700
2	Individual - Male	6301
3	Individual - Transgender	0
4	Other than individuals	429
	<b>Total</b>	12430.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

## VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	14208	12427
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	1	1	1	1	19.56	4.97
<b>B Non-Promoter</b>	0	3	0	4	0.00	0.06
i Non-Independent	0	0	0	1	0	0.06
ii Independent	0	3	0	3	0	0
<b>C Nominee Directors representing</b>	0	1	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	1	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	1	5	1	5	19.56	5.03

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

## B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
NARESH MAHENDRANATH MALHOTRA	00004597	Whole-time director	58675296	
NAMIT NARESH MALHOTRA	00004049	Director	14900000	
DEVARAJAN SAMU	00878956	Director	0	
BHARAT SHASHIKUMAR DIGHE	00203056	Director	0	
POOJA RAJAT SOOD	10590404	Director	0	

MERZIN DARAYUS TAVARIA	07015623	Additional Director	170000	
NISHANT AVINASH FADIA	AAAPF1511D	CFO	100000	
PARINA NIRAV SHAH	AYRPS0050M	Company Secretary	0	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

**IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

\*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2024	13037	79	82

**B BOARD MEETINGS**

\*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2024	6	5	83.33
2	30/05/2024	6	5	83.33
3	09/08/2024	6	4	66.67

4	14/11/2024	6	5	83.33
5	10/02/2025	6	4	66.67

## C COMMITTEE MEETINGS

Number of meetings held

18

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	29/04/2024	4	3	75
2	Audit Committee Meeting	30/05/2024	4	3	75
3	Audit Committee Meeting	09/08/2024	4	3	75
4	Audit Committee Meeting	14/11/2024	5	5	100
5	Audit Committee Meeting	10/02/2025	5	4	80
6	Nomination and Remuneration Committee	30/05/2024	3	3	100
7	Nomination and Remuneration Committee	09/08/2024	3	2	66.67
8	Corporate Social Responsibility Committee	30/05/2024	3	2	66.67
9	Stakeholders Relationship Committee	30/05/2024	3	3	100
10	Stakeholders Relationship Committee	09/08/2024	3	3	100
11	Stakeholders Relationship Committee	14/11/2024	4	4	100
12	Stakeholders Relationship Committee	10/02/2025	4	4	100
13	Risk Management Committee	30/05/2024	3	2	66.67
14	Risk Management Committee	14/11/2024	3	2	66.67



15	Risk Management Committee	10/02/2025	3	2	66.67
16	ESOP Compensation Committee	30/05/2024	3	3	100
17	ESOP Compensation Committee	09/08/2024	3	2	66.67
18	ESOP Compensation Committee	14/11/2024	4	3	75

#### D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	<div></div> (Y/N/NA)
1	NARESH MAHENDRANATH MALHOTRA	5	5	100	13	13	100	
2	NAMIT NARESH MALHOTRA	5	2	40	9	3	33	
3	DEVARAJAN SAMU	5	5	100	18	17	94	
4	BHARAT SHASHIKUMAR DIGHE	2	2	100	5	5	100	
5	POOJA RAJAT SOOD	2	2	100	5	5	100	
6	MERZIN DARAYUS TAVARIA	0	0	0	0	0	0	

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	NARESH MAHENDRANATH MALHOTRA	Whole-time director	18000000	0	0	0	18000000.00
	<b>Total</b>		18000000.00	0.00	0.00	0.00	18000000.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NISHANT AVINASH FADIA	CFO	18000000	0	0	0	18000000.00
2	PARINA NIRAV SHAH	Company Secretary	3600000	0	0	0	3600000.00
	<b>Total</b>		21600000.00	0.00	0.00	0.00	21600000.00

C \*Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	BHARAT SHASHIKUMAR DIGHE	Nominee Director	0	0	0	40000	40000.00
2	POOJA RAJAT SOOD	Director	0	0	0	40000	40000.00
3	DEVARAJAN SAMU	Director	0	0	0	100000	100000.00
4	HEMALATHA THIAGARAJAN	Director	0	0	0	20000	20000.00
5	SRINIVASAN KODI RAGHAVAN	Director	0	0	0	60000	60000.00
6	VIBHAV PARIKH	Nominee Director	0	0	0	60000	60000.00
	<b>Total</b>		0.00	0.00	0.00	320000.00	320000.00

## XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

## XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/  
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

12430

### XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder.xlsm

(b) Optional Attachment(s), if any

### XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of **PRIME FOCUS LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) **31/03/2025**

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

DHARMESH ZAVERI

Date (DD/MM/YYYY)

27/08/2025

Place

MUMBAI

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

4\*6\*

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

18061

\*(b) Name of the Designated Person

PARINA NIRAV SHAH

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 

11

 dated\*  
(DD/MM/YYYY) 

10/02/2025

 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

**\*Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

**\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0\*0\*4\*9\*

**\*To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

**\*Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

1\*0\*1

Certificate of practice number

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**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**