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	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
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 ended September 30, 2025 on 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 September 30, 2025, pursuant to SEBI Circular dated December 31, 2024.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	No Loans or guarantees or comfort letters or securities were given to the promoter, promoter group, director, KMP or any company related to them during the quarter ended September 30, 2025.
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

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	Naresh Mahendranath Malhotra	AADPM9824D	00004597	Executive Director	Chairperson		02-10-1944
2	Mr	Namit Naresh Malhotra	AACPM0384K	00004049	Non-Executive - Non Independent Director	Not Applicable		02-04-1976
3	Mr	Merzin Darayus Tavaria	AACPT1138J	07015623	Non-Executive - Non Independent Director	Not Applicable		15-12-1973
4	Mr	Devarajan Samu	AOVPS7065L	00878956	Non-Executive - Independent Director	Not Applicable		31-10-1954
5	Mr	Bharat Shashikumar Dighe	AAFPD3367G	00203056	Non-Executive - Independent Director	Not Applicable		15-08-1969
6	Ms	Pooja Sood	OVTPS3352B	10590404	Non-Executive - Independent Director	Not Applicable		23-12-1974

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 Re-appointment	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) & 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 not providing PAN	Notes for not providing DIN
1	NA		24-06-1997	01-05-2023			1	0	2	0			
2	NA		24-06-1997	14-02-2019			1	0	0	0			
3	NA		29-03-2025	29-03-2025			1	0	1	1			
4	NA		14-12-2016	14-12-2021		105.17	2	2	6	3			
5	NA		09-08-2024	09-08-2024		13.22	1	1	3	0			
6	NA		09-08-2024	09-08-2024		13.22	1	1	2	0			

Text Block	
Textual Information(1)	Mr. Merzin Tavaria was appointed as Additonal Non Executive Director w.e.f. March 29, 2025 and was regularised as Director by virtue of Postal Ballot conducted on June 22, 2025. Mr.Bharat Dighe and Ms.Pooja Sood appointed as Additonal Non Executive Independent Directors w.e.f. August 09, 2024 and were regularized at AGM dated September 30, 2024. Mr. Samu Devarajan was Re-appointed on December 14, 2021 for 2nd term of 5 years at AGM dated September 30, 2021.Mr.Naresh Malhotra was Re-appointed as Chairman and Whole Time Director for 3 years w.e.f. May 01, 2023 upto April 30, 2026 at AGM dated September 30, 2022. Initial date of appointment of Independent Director taken as date of appointment as per Companies Act 2013.Tenure of Independent Director is calculated from date of initial appointment till 30.09.25.

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	14-11-2022		Textual Information(1)
2	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
3	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)
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
Textual Information(2)	Ms Pooja Sood was appointed as an Additional NEID 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 Dighe was appointed as an Additional NEID 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	Devarajan Samu	Non-Executive - Independent Director	Chairperson	14-11-2022		Textual Information(1)
2	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
3	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)
4	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
Textual Information(2)	Ms Pooja Sood was appointed as an Additional NEID 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 Bharat Dighe was appointed as an Additional NEID 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	Devarajan Samu	Non-Executive - Independent Director	Chairperson	14-11-2022		Textual Information(1)
2	10590404	Pooja Sood	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(2)
3	00203056	Bharat Shashikumar Dighe	Non-Executive - Independent Director	Member	09-08-2024		Textual Information(3)
4	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 wef 14 November 2022
Textual Information(2)	Ms Pooja Sood was appointed as an Additional NEID wef August 09 2024 and was regularized at AGM held on Sept 30 2024. Further, she was appointed as member of SRC wef August 09 2024
Textual Information(3)	Mr Bharat Dighe was appointed as an Additional NEID wef August 09 2024 and was regularized at the AGM held on Sept 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	14-11-2022		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	
Textual Information(1)	Mr Naresh Mahendranath Malhotra was appointed as chairperson of Risk Managment 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	14-11-2022		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

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	27-05-2025				Yes	6	5	2
2		03-07-2025	36		Yes	6	6	3
3		13-08-2025	40		Yes	6	6	3
4		20-09-2025	37		Yes	6	5	3

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 Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-05-2025				Yes	4	3	2	0
2	Audit Committee	03-07-2025	36			Yes	4	4	3	0
3	Audit Committee	13-08-2025	40			Yes	4	4	3	0
4	Audit Committee	20-09-2025	37			Yes	4	4	3	0
5	Risk Management Committee	27-05-2025				Yes	3	2	0	0
6	Nomination and remuneration committee	27-05-2025				Yes	4	3	2	0

Annexure 1

IV. Meeting of Committees

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 Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	13-08-2025	77			Yes	4	3	3	0
8	Corporate Social Responsibility Committee	27-05-2025				Yes	3	2	0	0
9	Stakeholders Relationship Committee	27-05-2025				Yes	4	3	2	0
10	Stakeholders Relationship Committee	13-08-2025	77			Yes	4	4	3	0

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	Ms. Parina Shah
2	Designation	Company Secretary and Compliance Officer

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)				
I. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	Ms. 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	Ms. Parina Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	17-10-2025

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	DNEG S.a.r.l.	23-09-2025	56.2	32.08	88.28

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)	Pursuant to preferential allotment of equity shares by the Company through cash and consideration other than cash, the Company has acquired a total of 18.52% (directly) on September 17, 2025 and 13.56% (directly and indirectly) on September 23, 2025 in DENG S.a.r.l, a step down subsidiary company. Accordingly, the total shareholding of the Company (directly and indirectly) in DNEG S.a.r.l. has increased to 88.28%.