

<b>General information about company</b>	
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	Yearly
Date of Quarter Ending	31-03-2026
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?	No Disclosure of acquisition of shares or voting rights in Unlisted Companies is not applicable during the quarter ended March 31, 2026 on the Company
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 March 31, 2026 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 March 31, 2026.
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 Disclosure of loans/ guarantees/ comfort letters/ securities etc. is not applicable during quarter ended March 31, 2026.
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		DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Naresh Mahendranath Malhotra		00004597	Executive Director	Chairperson		02-10-1944
2	Mr	Namit Naresh Malhotra		00004049	Non-Executive - Non Independent Director	Not Applicable		02-04-1976
3	Mr	Nishant Avinash Fadia		02648177	Non-Executive - Non Independent Director	Not Applicable		22-11-1976
4	Mr	Bjorgolfur Thor Bjorgolfsson		11452424	Non-Executive - Non Independent Director	Not Applicable		19-03-1967
5	Mr	Devarajan Samu		00878956	Non-Executive - Independent Director	Not Applicable		31-10-1954
6	Mr	Bharat Shashikumar Dighe		00203056	Non-Executive - Independent Director	Not Applicable		15-08-1969
7	Ms	Pooja Sood		10590404	Non-Executive - Independent Director	Not Applicable		23-12-1974
8	Ms	Shalini Govil Pai		11368521	Non-Executive - Independent Director	Not Applicable		10-02-1969

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
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
7	No				Active
8	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	1	0			
3	NA		13-11-2025	13-11-2025			1	0	0	0			
4	NA		02-01-2026	02-01-2026			1	0	0	0		Textual Information(2)	
5	NA		14-12-2016	14-12-2021		111.17	2	2	6	3			
6	NA		09-08-2024	09-08-2024		19.22	1	1	4	0			
7	NA		09-08-2024	09-08-2024		19.22	1	1	2	0			
8	NA		12-11-2025	12-11-2025		4.19	1	1	0	0			

<b>Text Block</b>	
Textual Information(1)	Mr. Naresh Malhotra was re-appointed as the Chairman and Whole Time Director for a term of 3 years w.e.f. May 01, 2023 upto April 30, 2026 at the AGM dated September 30, 2022. Mr. Nishant Fadia was appointed as an Additional Director under Non Executive category w.e.f. November 13, 2025 and was regularized as a Director by virtue of Postal Ballot conducted on February 06, 2026. Mr. Bjorgolfur Thor Bjorgolfsson was appointed as an Additional Director under Non Executive category w.e.f. January 02, 2026 and was regularized as a Director by virtue of Postal Ballot conducted on February 06, 2026. Mr. Samu Devarajan was re-appointed on December 14, 2021 for the 2nd term of 5 consecutive years at the AGM dated September 30, 2021. Mr. Bharat Dighe and Ms. Pooja Sood were appointed as an Additional Non Executive Independent Directors w.e.f. August 09, 2024 and were regularized at the AGM dated September 30, 2024. Ms. Shalini Govil Pai was appointed as an Additional Non Executive Independent Director w.e.f. November 12, 2025 and was regularized by virtue of Postal Ballot conducted on February 06, 2026. Initial date of appointment of Independent Directors taken as the date of appointment as per the Companies Act, 2013. Tenure of Independent Directors is calculated from date of initial appointment till March 31, 2026.
Textual Information(2)	Mr. Bjorgolfur Thor Bjorgolfsson is a foreign national and requirement of PAN card is not applicable.

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		Textual Information(4)

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Devarajan Samu was appointed as a Member of the Audit Committee on December 14, 2016. Further on November 14, 2022 he was recategorized as a Chairperson of the Audit Committee.
Textual Information(2)	Ms. Pooja Sood was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further she was appointed as a Member of the Audit Committee w.e.f. August 09, 2024.
Textual Information(3)	Mr. Bharat Dighe was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further, he was appointed as a Member of the Audit Committee w.e.f. August 09, 2024.
Textual Information(4)	Mr. Naresh Malhotra was appointed as a Member of the Audit Committee w.e.f. May 30, 2023.

<b>Nomination and remuneration committee</b>							
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		Textual Information(4)

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Devarajan Samu was appointed as a Member of the Nomination and Remuneration Committee on December 14, 2016. Further on November 14, 2022 he was recategorized as a Chairperson of the Nomination and Remuneration Committee.
Textual Information(2)	Ms. Pooja Sood was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further she was appointed as a Member of the Nomination and Remuneration Committee w.e.f. August 09, 2024.
Textual Information(3)	Mr. Bharat Dighe was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further, he was appointed as a Member of the Nomination and Remuneration Committee w.e.f. August 09, 2024.
Textual Information(4)	Mr. Namit Malhotra was appointed as a Member of the Nomination and Remuneration Committee w.e.f. May 30, 2023.

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		Textual Information(4)

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Devarajan Samu was appointed as a Member of the Stakeholders Relationship Committee on December 14, 2016. Further on November 14, 2022 he was recategorized as a Chairperson of the Stakeholders Relationship Committee.
Textual Information(2)	Ms. Pooja Sood was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further she was appointed as a Member of the Stakeholders Relationship Committee w.e.f. August 09, 2024.
Textual Information(3)	Mr. Bharat Dighe was appointed as an Additional Non Executive Independent Director w.e.f. August 09, 2024 and was regularized at the AGM held on September 30, 2024. Further, he was appointed as a Member of the Stakeholders Relationship Committee w.e.f. August 09, 2024.
Textual Information(4)	Mr. Naresh Malhotra was appointed as a Member of the Stakeholders Relationship Committee w.e.f. February 14, 2011.

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		Textual Information(2)
3	00004049	Namit Naresh Malhotra	Non-Executive - Non Independent Director	Member	30-05-2023		Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Naresh Malhotra was appointed as the Chairperson of the Risk Management Committee with effect from November 14, 2022.
Textual Information(2)	Mr. Devarajan Samu was appointed as the Chairperson of the Risk Management Committee with effect from November 14, 2022.
Textual Information(3)	Mr. Namit Malhotra was appointed as a Member of the Risk Management Committee w.e.f. May 30, 2023.

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		Textual Information(2)
3	00004049	Namit Naresh Malhotra	Non-Executive - Non Independent Director	Member	30-05-2023		Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Naresh Malhotra was appointed as a Member of the Corporate Social Responsibility Committee with effect from March 21, 2014. Further on November 14, 2022, he was recategorized as the Chairperson of the Corporate Social Responsibility Committee.
Textual Information(2)	Mr. Devarajan Samu was appointed as a Member of the Corporate Social Responsibility Committee on December 14, 2016.
Textual Information(3)	Mr. Namit Malhotra was appointed as a Member of the Corporate Social Responsibility Committee on May 30, 2023.

<b>Other Committee</b>						
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	03-10-2025				Yes	6	4	2
2	12-11-2025		39		Yes	6	5	3
3		27-01-2026	75		Yes	8	8	4
4		30-03-2026	61		Yes	8	5	3

Annexure 1											
IV. Meeting of Committees											
Disclosure of notes on meeting of committees explanatory								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)
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)					
1	Audit Committee	12-11-2025				Yes	4	4	3	0	
2	Audit Committee	27-01-2026	75			Yes	4	4	3	0	
3	Audit Committee	30-03-2026	61			Yes	4	3	2	0	
4	Stakeholders Relationship Committee	12-11-2025				Yes	4	4	3	0	
5	Stakeholders Relationship Committee	27-01-2026	75			Yes	4	4	3	0	
6	Risk Management Committee	12-11-2025				Yes	3	2	1	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	Risk Management Committee	27-01-2026	75			Yes	3	3	1	0
8	Nomination and remuneration committee	12-11-2025				Yes	4	3	3	0

<b>Annexure 1</b>		
<b>V. Affirmations</b>		
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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Parina Shah
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of LODR Regulation</b>				
<b>Sr</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
As per regulation 46(2) of the LODR:				
1.1	Details of business	Yes		<a href="https://www.primefocus.com/what-we-do/">https://www.primefocus.com/what-we-do/</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://www.primefocus.com/investor-centre/resources/">https://www.primefocus.com/investor-centre/resources/</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://www.primefocus.com/governance/">https://www.primefocus.com/governance/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.primefocus.com/wp-content/uploads/2025/06/terms-and-conditions-of-appointment-of-independent-directors.pdf">https://www.primefocus.com/wp-content/uploads/2025/06/terms-and-conditions-of-appointment-of-independent-directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.primefocus.com/governance/">https://www.primefocus.com/governance/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.primefocus.com/wp-content/uploads/2025/06/pfl_code_of_conduct.pdf">https://www.primefocus.com/wp-content/uploads/2025/06/pfl_code_of_conduct.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.primefocus.com/wp-content/uploads/2025/06/Whistle_Blower_PFL_2024.pdf">https://www.primefocus.com/wp-content/uploads/2025/06/Whistle_Blower_PFL_2024.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.primefocus.com/wp-content/uploads/2025/04/Nomination_and_Remuneration_Policy.pdf">https://www.primefocus.com/wp-content/uploads/2025/04/Nomination_and_Remuneration_Policy.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.primefocus.com/wp-content/uploads/2025/04/Policy_on_Related_Parties.pdf">https://www.primefocus.com/wp-content/uploads/2025/04/Policy_on_Related_Parties.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.primefocus.com/wp-content/uploads/2025/06/POLICY_ON_MATERIAL_SUBSIDIARIES-1.pdf">https://www.primefocus.com/wp-content/uploads/2025/06/POLICY_ON_MATERIAL_SUBSIDIARIES-1.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.primefocus.com/governance/">https://www.primefocus.com/governance/</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.primefocus.com/investor-centre/resources/#investor-contact">https://www.primefocus.com/investor-centre/resources/#investor-contact</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.primefocus.com/investor-centre/resources/#investor-contact">https://www.primefocus.com/investor-centre/resources/#investor-contact</a>
12	Financial results	Yes		<a href="https://www.primefocus.com/financial-results-on-conclusion-of-the-meeting-of-the-board-of-directors-2/">https://www.primefocus.com/financial-results-on-conclusion-of-the-meeting-of-the-board-of-directors-2/</a>
13	Shareholding pattern	Yes		<a href="https://www.primefocus.com/shareholding-pattern/">https://www.primefocus.com/shareholding-pattern/</a>

14	Details of agreements entered into with the media companies and/or their associates	NA		
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<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>			
<b>I. Disclosure on website in terms of LODR Regulation</b>			
<b>Sr</b>			
	As per regulation 46(2) of the LODR:		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	<a href="https://www.primefocus.com/schedule-of-analysts-or-institutional-investors-meet-and-presentations/">https://www.primefocus.com/schedule-of-analysts-or-institutional-investors-meet-and-presentations/</a>
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	<a href="https://www.primefocus.com/audio-or-video-recordings-and-transcripts/">https://www.primefocus.com/audio-or-video-recordings-and-transcripts/</a>
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.primefocus.com/items-as-per-sub-regulation-1-of-regulation-47-newspaper-advertisement-2/">https://www.primefocus.com/items-as-per-sub-regulation-1-of-regulation-47-newspaper-advertisement-2/</a>
18	Credit rating or revision in credit rating obtained	Yes	<a href="https://www.primefocus.com/credit-ratings/">https://www.primefocus.com/credit-ratings/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.primefocus.com/investor-centre/financial/#subsidiary-container">https://www.primefocus.com/investor-centre/financial/#subsidiary-container</a>
20	Secretarial Compliance Report	Yes	<a href="https://www.primefocus.com/secretarial-compliance-report-under-regulation-24a/">https://www.primefocus.com/secretarial-compliance-report-under-regulation-24a/</a>
21	Materiality Policy as per Regulation 30 (4)	Yes	<a href="https://www.primefocus.com/wp-content/uploads/2025/06/PFL-Policy-for-determining-materiality-of-events-1.pdf">https://www.primefocus.com/wp-content/uploads/2025/06/PFL-Policy-for-determining-materiality-of-events-1.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="https://www.primefocus.com/wp-content/uploads/2026/02/REG-30.pdf">https://www.primefocus.com/wp-content/uploads/2026/02/REG-30.pdf</a>
23	Disclosures under regulation 30(8)	Yes	<a href="https://www.primefocus.com/investor-centre/financial/#result_section">https://www.primefocus.com/investor-centre/financial/#result_section</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	<a href="https://www.primefocus.com/investor-centre/disclosures-under-regulation-46-of-lodr/">https://www.primefocus.com/investor-centre/disclosures-under-regulation-46-of-lodr/</a>
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	<a href="https://www.primefocus.com/wp-content/uploads/2025/06/Dividend-Distribution-Policy.pdf">https://www.primefocus.com/wp-content/uploads/2025/06/Dividend-Distribution-Policy.pdf</a>
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.primefocus.com/annual-return-as-provided-under-section-92-of-the-companies-act-2013/">https://www.primefocus.com/annual-return-as-provided-under-section-92-of-the-companies-act-2013/</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	<a href="https://www.primefocus.com/wp-content/uploads/2025/06/Employee_Stock_Option_Plan_scheme_PFL.pdf">https://www.primefocus.com/wp-content/uploads/2025/06/Employee_Stock_Option_Plan_scheme_PFL.pdf</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="https://www.primefocus.com/investor-centre/disclosures-under-regulation-46-of-lodr/">https://www.primefocus.com/investor-centre/disclosures-under-regulation-46-of-lodr/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://www.primefocus.com/investor-centre/disclosures-under-regulation-46-of-lodr/">https://www.primefocus.com/investor-centre/disclosures-under-regulation-46-of-lodr/</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Parina Shah
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Parina Shah
2	Designation	Company Secretary and Compliance Officer

<b>Details of Cyber security incidence</b>		
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

<b>Signatory Details</b>	
Name of signatory	Parina Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	29-04-2026

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	2
No. of investor complaints those remaining unresolved at the end of the Quarter	0

