



**May 28, 2026**

**To,  
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 financial year ended March 31, 2026**

Dear Sir/ Madam,

Pursuant to Regulation 24A (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant circular(s) issued by SEBI/Stock Exchanges from time to time, please find attached herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2026 issued by Secretarial Auditors of the Company.

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

Thanking You,

**FOR PRIME FOCUS LIMITED**

**PARINA SHAH  
COMPANY SECRETARY & COMPLIANCE OFFICER**

**Encl.:** a/a

**PRIME FOCUS LIMITED**

022 2648 4900  
022 2646 5500  
INFO@PRIMEFOCUS.COM  
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**REGISTERED ADDRESS:**  
PRIME FOCUS HOUSE, LINKING ROAD,  
KHAR (W), MUMBAI 400052, INDIA

**CIN NUMBER:** L92100MH1997PLC108981

## Secretarial Compliance Report of Prime Focus Limited for the Financial Year ended 31<sup>st</sup> March 2026

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

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Prime Focus Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West), Mumbai – 400 052, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2026, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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 2026 ("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 (Buy-back of Securities) Regulations, 2018; **(Not Applicable during the Review Period)**
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable during the Review Period)**
- (g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/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:
- (b)

Sr. No.	Com-pliance Requirement (Regu-lations/ circular/ guide-lines including specific clause)	Regu-lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Mana-gement Re-sponse	Re-mar ks
1.	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirement s) Regulations, 2015	The appointment of Independent director in one of the foreign material subsidiary i.e. DNEG S.a.r.l. was pending upto 11 <sup>th</sup> November 2025.	No action	No action	The appointment of Independent director in one of the foreign material subsidiary i.e. DNEG S.a.r.l. was pending upto 11 <sup>th</sup> November 2025.	NIL	The Company has failed to comply with Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. appointment of Independent directors in material foreign subsidiary upto 11 <sup>th</sup> November 2025.	As represented by The Company had Appointed Ms. Shalini Govil Pai as Independent Director in Prime Focus Limited w.e.f. 12th November 2025 who was already Director in material	-

# D. M. ZAVERI & Co.

Company Secretaries

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

1806, 18<sup>th</sup> Floor | 21 Business Elites | MG Road | Near Kala Hanuman Temple | Kandivali West | Mumbai 400067  
Tel.: 022-49712722 | 022-31670338 | 91-89281 01870 | Mobile: +91 98203 20503 | E-mail: dmz@dmzaveri.com | Website: www.dmzaveri.com

Sr. No.	Com-pliance Require-ment (Regu-lations/ circular/ guide-lines including specific clause)	Regu-lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Mana-gement Re-sponse	Re-mar ks
									foreign subsidiary company ie. DNEG S.a.r.l.	
2.	Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018	Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018	The non-compliance pertains to Chartered Finance and Leasing Limited, an allottee in the preferential issue, which had acquired 22,000 equity shares of the Company during the period between the relevant date, i.e., 26 June 2025, and the date of allotment of equity shares, i.e., 17 September 2025	National Stock Exchange of India Limited (NSE)	Advisory Letter for non-compliance	As per Regulation 167(6) of the SEBI (ICDR) Regulations, 2018, pre-preferential shareholding was required to be locked-in. However, the said allottee disposed of these shares without maintaining the requisite lock-in period, thereby resulting in non-compliance with the aforesaid regulation.	NIL	The non-compliance pertains to Chartered Finance and Leasing Limited, an allottee in the preferential issue, which had acquired 22,000 equity shares of the Company during the period between the relevant date, i.e., 26 June 2025, and the date of allotment of equity shares, i.e., 17 September 2025. As per Regulation 167(6) of the SEBI (ICDR) Regulations, 2018	With respect to the trading activity undertaken by Chartered Finance & Leasing Limited ("CF&LL"), one of the allottees, it is submitted that the Company was neither informed nor aware of such trade at the relevant time. Pursuant to, and as directed under, the in-principal approval given by NSE the Company has procured an undertaking from the allottees before allotment that no intra-day trading has been undertaken by them.	

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Sr. No.	Com-pliance Require-ment (Regu-lations/ circular/ guide-lines including specific clause)	Regu-lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Mana-gement Re-sponse	Re-mar ks
									Upon seeking clarification from CF&LL, the following explanation have been provided: a. CF&LL has expressed regret for the inadvertent error and confirmed that the transaction was purely accidental and unintentional . b. The broker inadvertently executed an intraday trade on August 11, 2025, resulting in a minor profit of approximately 8,000. The broker had intended to place an order in a different scrip but erroneously executed the trade in the equity shares of the Company.	

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

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the Previous reports (FY-2024-25)	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2025	Compliance Requirement (Regulation s/ circular/ guide-lines including specific clause)	Details of Violation/ deviations and Actions taken / Penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company has failed to comply with Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. appointment of Independent directors in material foreign subsidiary.	The Company has failed to comply with Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. appointment of Independent directors in material foreign subsidiary.	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The appointment of Independent director in one of the foreign material subsidiary ie. DNEG S.a.r.l. was pending.	The Company had Appointed Ms. Shalini Govil Pai as Independent Director in Prime Focus Limited w.e.f. 12 <sup>th</sup> November 2025 who was already Director in material foreign subsidiary company ie. DNEG S.a.r.l.	Complied

We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS *
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India of (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	--

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS *
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li></ul>	Yes	--
	<ul style="list-style-type: none"><li>All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li></ul>	Yes	--
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website.</li></ul>	Yes	--
	<ul style="list-style-type: none"><li>Timely dissemination of the documents/ information under a separate section on the website.</li></ul>	Yes	--
	<ul style="list-style-type: none"><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes	--
4.	<b>Disqualification of Director:</b> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> a) Identification of material subsidiary companies	Yes	--
	b) Disclosure requirement of material as well as other subsidiaries.	Yes	--
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS *
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	--
8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N. A.	-- No such instance found during review period
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	The National Stock Exchange of India Limited (NSE) issued an Advisory Letter for non-compliance with the provisions of Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The non-compliance pertains to Chartered Finance and Leasing Limited, an allottee in the preferential issue, which had acquired 22,000 equity shares of the Company during the

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS *
			period between the relevant date, i.e., 26 June 2025, and the date of allotment of equity shares, i.e., 17 September 2025. As per Regulation 167(6) of the SEBI (ICDR) Regulations, 2018, such pre-preferential shareholding was required to be locked-in. However, the said allottee disposed of these shares without maintaining the requisite lock-in period, thereby resulting in non-compliance with the aforesaid regulation.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	--
13.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N. A.	No such additional non-compliance observed during review period

*\*Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'*

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

#### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

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

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3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

For D. M. Zaveri & Co.  
Company Secretaries

Dharmesh Zaveri  
(Proprietor)  
FCS. No.: 5418  
CP No.: 4363  
Place: Mumbai  
Date: 28 May 2026

ICSI UDIN: F005418H000507480  
Peer Review Certificate No.: 7748/2026