

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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				
of the tor	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of pc of Chairpers in Audit/ Stakehol Committe held in lis entities includin this liste entity (Re Regulatio 26(1) o Listing Regulatio
esh	AACPM0384K	00004049	Non- Executive - Non Independent Director	Not Applicable		02- 04- 1976	NA		24-06-1997	14-02-2019		1	0	0	0	
nath	AADPM9824D	00004597	Executive Director	Chairperson		02- 10- 1944	NA		24-06-1997	01-05-2020		1	0	1	0	
man rayanan	AALPR6472J	02696897	Non- Executive - Non Independent Director	Not Applicable		14- 10- 1970	NA		11-10-2011	25-06-2020		1	0	0	0	
avan	AAEPK6525C	00012449	Non- Executive - Independent Director	Not Applicable		30- 08- 1967	NA		19-02-2004	30-09-2019		24	1	1	2	0

I. Composition of Board of Directors																	
Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson																	
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	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 (Refer Regulation 17A(1) of Listing Regulations)	
5	Mr	Rivkaran Singh Chadha	AABPC7794G	00308288	Non-Executive - Independent Director	Not Applicable		17-08-1976	NA		29-09-2006	30-09-2019		24	1	1	4
6	Mr	Padmanabha Gopal Aiyar	AACPA2659K	02722981	Non-Executive - Independent Director	Not Applicable		04-12-1936	Yes	30-09-2019	03-07-2009	30-09-2019		24	1	1	2
7	Mrs	Dr Hemalatha Thiagarajan	AADPT7587Q	07144803	Non-Executive - Independent Director	Not Applicable		11-04-1949	Yes	30-09-2019	31-03-2015	31-03-2020		18	1	1	0
8	Mr	Udai Dhawan	AAFDP8065P	03048040	Non-Executive - Non Independent Director	Not Applicable		17-01-1973	NA		14-12-2016	27-09-2017			2	0	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

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	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 (Refer Regulation 17A(1) of Listing Regulations)	Num mem in Stag Com inclu liste (I Reg 26 L Regu
9	Mr	Samu Devarajan	AOVPS7065L	00878956	Non-Executive - Independent Director	Not Applicable		31-10-1954	NA		14-12-2016	27-09-2017		57	2	2	5

Text Block	
Textual Information(1)	1Srinivasan Rivkaran and GP Aiyar were reappointed for 2nd term at AGM held on Sep30 2019 2Hemalatha was reappointed wef Mar31 2020 for 2nd term at the AGM held on Sep30 2019 3Samu was appointed wef Dec 14 2016 and was regularized at the AGM held on Sep27 2017 for a period of 5 years wef Dec14 2016 as an additional director and he was also reappointed wef Dec 14 2021 for 2nd term of 5 yrs at AGM held on Sep30 2021 4 Naresh was appointed as Chairman&WTD for 3 yrs wef May 1 2020 upto April30 2023

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	Rivkaran Singh Chadha , Srinivasan Kodi Raghavan and Padmanabha Gopal Aiyar were appointed as an ID before the commencement of Companies Act, 2013 Act, however on commencement of Act and pursuant to Sec 149 of the Act, they were appointed as ID for a period of 5 yrs w.e.f Dec 24, 2014. Therefore their appointment date in respective Committees differs with their date of Appointment in the current term as mentioned in Composition of Board.

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	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	27-05-2005		
2	00012449	Kodi Raghavan Srinivasan	Non-Executive - Independent Director	Member	27-05-2005		
3	02722981	Padmanabha Gopal Aiyar	Non-Executive - Independent Director	Member	14-11-2014		
4	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		

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	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	27-05-2005		
2	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		
3	00012449	Kodi Raghavan Srinivasan	Non-Executive - Independent Director	Member	27-05-2005		
4	02722981	Padmanabha Gopal Aiyar	Non-Executive - Independent Director	Member	27-08-2010		

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	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	27-05-2005		
2	00012449	Kodi Raghavan Srinivasan	Non-Executive - Independent Director	Member	27-05-2005		
3	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	14-02-2011		
4	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		

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	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	11-06-2021		
2	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	11-06-2021		
3	02696897	Ramakrishnan Sankaranarayanan	Non-Executive - Non Independent Director	Member	11-06-2021		

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	00308288	Rivkaran Singh Chadha	Non-Executive - Independent Director	Chairperson	24-03-2014		
2	00004597	Naresh Mahendranath Malhotra	Executive Director	Member	24-03-2014		
3	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		

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	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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	11-06-2021				Yes	2	2
2	30-06-2021		18		Yes	2	4
3		13-08-2021	43		Yes	4	2

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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	11-06-2021				Yes	0	2
2	Audit Committee	30-06-2021	18			Yes	0	4
3	Audit Committee	13-08-2021	43			Yes	0	2
4	Stakeholders Relationship Committee	30-06-2021				Yes	1	3
5	Stakeholders Relationship Committee	13-08-2021	43			Yes	1	2
6	Risk Management Committee	30-06-2021				Yes	2	1

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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
7	Risk Management Committee	13-08-2021	43			Yes	2	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Textual Information(1)

Disclosure of *material transaction

With related party by Prime Focus Limited (PFL)

Name of the Related Party	Nature of Transaction	Amount (INR in crores)
Mr. Naresh Malhotra (Promoter Director)	Prime Focus Ltd (PFL) has availed security in the form of pledge/lien/encumbrance of 29,96,190 equity shares held by Mr. Naresh Malhotra, Promoter & Director of the Company, against PFLs borrowing from various banks/ institutions as on September 30, 2021	--
Mr. Namit Malhotra (Promoter Director)	PFL has availed security in the form of pledge pledge/lien/encumbrance of 29,88,790 equity shares held by Mr. Namit Malhotra, Promoter & Director of the Company, against PFLs borrowing from various banks/ institutions as on September 30, 2021	--

* Definition of Material transaction: A transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Annexure 1		
VI. 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 500 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	PARINA SHAH
2	Designation	Company Secretary and Compliance Officer

Text Block

Annexure III				
III. 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, business responsibility report 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	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	PARINA SHAH
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details	
Name of signatory	PARINA SHAH
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	20-10-2021

