

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
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	Disqualification of Directors under section 164 of the Companies Act, 2013														
Whether Chairperson is related to MD or CEO					No															
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	
ACPM0384K	00004049	Non-Executive - Non Independent Director	Not Applicable		02-04-1976	No				Active	NA		24-06-1997	14-02-2019			1	0	0	
ADPM9824D	00004597	Executive Director	Chairperson		02-10-1944	No				Active	NA		24-06-1997	01-05-2020			1	0	1	
ALPR6472J	02696897	Non-Executive - Non Independent Director	Not Applicable		14-10-1970	No				Active	NA		11-10-2011	25-06-2020			1	0	0	
AEPK6525C	00012449	Non-Executive - Independent Director	Not Applicable		30-08-1967	No				Active	NA		19-02-2004	30-09-2019		39	1	1	2	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

IN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
7794G	00308288	Non-Executive - Independent Director	Not Applicable		17-08-1976	No				Active	NA		29-09-2006	30-09-2019	14-11-2022	37.5	0	0	0	0
2659K	02722981	Non-Executive - Independent Director	Not Applicable		04-12-1936	No				Active	Yes	30-09-2019	03-07-2009	30-09-2019		39	1	1	2	0
7587Q	07144803	Non-Executive - Independent Director	Not Applicable		11-04-1949	No				Active	Yes	30-09-2019	31-03-2015	31-03-2020		33	1	1	0	0
9125B	00848207	Non-Executive - Non Independent Director	Not Applicable		07-02-1979	No				Active	NA		01-07-2022	07-08-2022			1	0	1	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

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
065L 00878956	Non-Executive - Independent Director	Not Applicable		31-10-1954	No				Active	NA		14-12-2016	14-12-2021		12	2	2	7	3

Text Block	
Textual Information(1)	<p>1 KR Srinivasan, Rivkaran Chadha and GP Aiyar were reappointed for 2nd term at AGM held on Sep 30 2019 2 Hemalatha Thiagarajan was reappointed wef March 31 2020 for 2nd term at the AGM held on September 30 2019 3 Samu Devarajan was appointed as an additional director wef December 14 2016 and was regularized at the AGM held on September 27 2017 for a period of 5 years wef December 14 2016 and he was also reappointed wef December 14 2021 for 2nd term of 5 yrs at AGM held on September 30 2021 4 Naresh Malhotra was re-appointed as Chairman &WTD for 3 yrs wef May 01 2023 upto April 30 2026 at the AGM held on September 30, 2022 5 Vibhav Parikh was appointed as additional director wef July 01 2022 and was regularized as Director wef August 07 2022 6 Rivkaran Chadha has submitted his resignation from the office of Director on the Board of Company with effect from November 14 2022 during this quarter due to his other professional commitments and no other material reasons thereof.</p>

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

Annexure 1 Text Block	
Textual Information(1)	<p>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 December 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. Rivkaran Chadha has submitted his resignation from the office of Director on the Board of Company with effect from 14 November 2022 during this quarter due to his other professional commitments and no other material reasons thereof. Subsequently, he has ceased to be the member and chairman of committees with effect from 14 November 2022</p>

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	14-11-2022	Textual Information(1)
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	Chairperson	14-12-2016		Textual Information(2)

Sr Text Block	
Textual Information(1)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in Audit Committee Mr Samu Devarajan was appointed as chairperson of Audit Committee
Textual Information(2)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in Audit Committee Mr Samu Devarajan was appointed as chairperson of Audit Committee

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	14-11-2022	Textual Information(1)
2	00878956	Samu Devarajan	Non-Executive - Independent Director	Chairperson	14-12-2016		Textual Information(2)
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		

Sr Text Block	
Textual Information(1)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in NRC Mr Samu Devarajan was appointed as chairperson of Nomination and Remunertation Committee
Textual Information(2)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in NRC Mr Samu Devarajan was appointed as chairperson of Nomination and Remunertation Committee

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	14-11-2022	Textual Information(1)
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	Chairperson	14-12-2016		Textual Information(2)

Sr Text Block	
Textual Information(1)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in Stakeholders Relationship Committee Mr Samu Devarajan was appointed as chairperson of Stakeholders Relationship Committee
Textual Information(2)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in Stakeholders Relationship Committee Mr Samu Devarajan was appointed as chairperson of Stakeholders Relationship Committee

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	14-11-2022	Textual Information(1)
2	00004597	Naresh Mahendranath Malhotra	Executive Director	Chairperson	11-06-2021		Textual Information(2)
3	02696897	Ramakrishnan Sankaranarayanan	Non-Executive - Non Independent Director	Member	11-06-2021		
4	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-11-2022		

Sr Text Block	
Textual Information(1)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in Risk Managment Committee Mr Naresh Malhotra was appointed as chairperson of Risk Managment Committee
Textual Information(2)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in Risk Managment Committee Mr Naresh Malhotra was appointed as chairperson of Risk Managment Committee

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	21-03-2014	14-11-2022	Textual Information(1)
2	00004597	Naresh Mahendranath Malhotra	Executive Director	Chairperson	21-03-2014		Textual Information(2)
3	00878956	Samu Devarajan	Non-Executive - Independent Director	Member	14-12-2016		
4	02696897	Ramakrishnan Sankaranarayanan	Non-Executive - Non Independent Director	Member	14-11-2022		

Sr Text Block	
Textual Information(1)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in Corporate Social Responsibility Committee Mr Naresh Malhotra was appointed as chairperson of Corporate Social Responsibility Committee
Textual Information(2)	Pursuant to resignation of Mr Rivkaran Chadha from the office of Director with effect from 14 November 2022 he has ceased to be the member from the Committees in the Company Subsequent to the resignation of Mr Rivkaran from office of chairmanship in Corporate Social Responsibility Committee Mr Naresh Malhotra was appointed as chairperson of Corporate Social Responsibility Committee

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)	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	12-08-2022				Yes	9	6	2
2		14-11-2022	93		Yes	9	6	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	12-08-2022				Yes	4	2	2	0
2	Audit Committee	14-11-2022	93			Yes	4	2	2	0
3	Nomination and remuneration committee	12-08-2022				Yes	4	2	2	0
4	Stakeholders Relationship Committee	12-08-2022				Yes	4	3	2	0
5	Stakeholders Relationship Committee	14-11-2022	93			Yes	4	2	1	0
6	Risk Management Committee	14-11-2022				Yes	3	2	0	0

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			
	Name of the Related Party 1	Name of the Related Party 2	Nature of Transaction	Amount (INR in crores)
	Double Negative Montral Productions Ltd. (Subsidiary)	Double Negative Limited (Subsidiary)	a) Availing and rendering of services; b)Purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) Transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Reimbursement of expenses including recharge received and recharge given; e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) Allocation of expenses towards grant of Stock Option;	1423.41
	Prime Focus World N.V. (Subsidiary)	Double Negative Limited (Subsidiary)	a) Availing and rendering of services; b)Purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) Transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Reimbursement of expenses including recharge received and recharge given; e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) Allocation of expenses towards grant of Stock Option;	794.20
Prime Focus World N.V. (Subsidiary)	Double Negative Limited (Subsidiary)	Repayment of loan received	1855.95	

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 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	Parina Shah
2	Designation	Company Secretary and Compliance Officer

Text Block

Signatory Details	
Name of signatory	Parina Shah
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	18-01-2023

