| 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 | Yearly |
| Date of Report | 31-03-2022 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities |

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| \perp | | | | | | | | | | | | | | | | | | | | |
|---------|-----------------|------------------------------------|------------|----------|---|----------------------------|-------------------------------|---------------------|--|---|-----------------------------------|-----------------------|-------------------|--|--|--|---|--|--------------------------------------|----------------------------------|
| | | | | | | | Disclosu | re of r | notes on com | position o | of board of c | lirectors exp | lanatory | Textual | Information | (1) | | | | |
| | | | | | | | | | Whether t | he listed | entity has a l | Regular Cha | irperson | Yes | | | | | | |
| | | | | | | | | | Whe | ther Chair | person is re | lated to MD | or CEO | No | | | | | | |
| S | 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 Reappointment | 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) | Notes for not providing PAN | Notes 1 not providi DIN |
| 1 | Mr | Namit Naresh Malhotra | AACPM0384K | 00004049 | Non- Executive - Non Independent Director | Not Applicable | | 02- 04- 1976 | NA | | 24-06-1997 | 14-02-2019 | | | 1 | 0 | 0 | 0 | | |
| 2 | Mr | Naresh Mahendranath Malhotra | AADPM9824D | 00004597 | Executive Director | Chairperson | | 02- 10- 1944 | NA | | 24-06-1997 | 01-05-2020 | | | 1 | 0 | 1 | 0 | | |
| 3 | Mr | Ramakrishnan Sankaranarayanan | AALPR6472J | 02696897 | Non- Executive - Non Independent Director | Not Applicable | | 14- 10- 1970 | NA | | 11-10-2011 | 25-06-2020 | | | 1 | 0 | 0 | 0 | | |
| 4 | Mr | Kodi Raghavan Srinivasan | AAEPK6525C | 00012449 | Non- Executive - Independent Director | Not Applicable | | 30- 08- 1967 | NA | | 19-02-2004 | 30-09-2019 | | 30 | 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 Reappointment | 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 pos of Chairpersc in Audit/ Stakehold Committe held in list entities including this listec entity (Ref Regulatio 26(1) of Listing Regulatior |
|----|--------------------------|--------------------------------|------------|----------|---|-------------------------------|-------------------------------|---------------------|--|---|-----------------------------------|-----------------------|-------------------|--|--|--|---|--|
| 5 | Mr | Rivkaran Singh Chadha | AABPC7794G | 00308288 | Non- Executive - Independent Director | Not Applicable | | 17- 08- 1976 | NA | | 29-09-2006 | 30-09-2019 | | 30 | 1 | 1 | 4 | 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 | | 30 | 1 | 1 | 2 | 0 |
| 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 | | 24 | 1 | 1 | 0 | 0 |
| 8 | Mr | Udai Dhawan | AAFPD8065P | 03048040 | Non- Executive - Non Independent Director | Not Applicable | | 17- 01- 1973 | NA | | 14-12-2016 | 27-09-2017 | | | 1 | 0 | 0 | 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 Reappointment | 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) |
|----|--------------------------|----------------------------|------------|----------|--|-------------------------------|-------------------------------|---------------------|--|---|-----------------------------------|-----------------------|-------------------|--|--|--|---|--|
| 9 | Mr | Samu Devarajan | AOVPS7065L | 00878956 | Non- Executive - Independent Director | Not Applicable | | 31- 10- 1954 | NA | | 14-12-2016 | 14-12-2021 | | 3 | 2 | 2 | 5 | 1 |

| | 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 |
| Ī | 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. |

| Au | dit Commit | tee Details | | | | | |
|----|---------------|-----------------------------|---|-------------------------|------------------------|----------------------|---------|
| | | Whet | ther the Audit Committee has a F | 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 | | |

| No | mination ar | nd remuneration commit | tee | | | | |
|----|---------------|-----------------------------|---|-------------------------|------------------------|----------------------|---------|
| | Wh | nether the Nomination and | remuneration committee has a R | 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 | | |

| Sta | keholders I | Relationship Committee | | | | | |
|-----|---------------|---------------------------------|---|-------------------------|------------------------|----------------------|---------|
| | | Whether the Stakeholders | Relationship Committee has a R | 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 | | |

| Ris | k Managen | nent Committee | | | | | |
|-----|---------------|----------------------------------|---|-------------------------|---------------------|----------------------|---------|
| | | Whether the Risl | k Management Committee has a R | egular 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 | | |

| | Whe | ther the Corporate Social R | esponsibility Committee has a R | 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 | | |
| 2 | 00004597 | Naresh Mahendranath Malhotra | Executive Director | Member | 21-03-2014 | | |
| 3 | 00878956 | Samu Devarajan | Non-Executive - Independent Director | Member | 14-12-2016 | | |

| - | Oth | ner Committee | ; | | | | |
|---|-----|---------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| | Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| | Annexure 1 | | | | | | | |
|----|--|---|--|---------------------------------------|---|--|---|--|
| An | nexure 1 | | | | | | | |
| Ш | . Meeting of Boar | d of Directors | | | | | | |
| | | tes on meeting of ctors 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* (All directors including Independent Director) | No. of Independent Directors attending the meeting* | |
| 1 | 22-10-2021 | | | | Yes | 3 | 2 | |
| 2 | 12-11-2021 | | 20 | | Yes | 5 | 4 | |
| 3 | | 25-01-2022 | 73 | | Yes | 4 | 2 | |

Yes

3

14-02-2022

19

2

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 | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|----|---|--|--|-------------------------|---------------------------------------|--|--|--|
| 1 | Audit Committee | 22-10-2021 | | | | Yes | 2 | 2 |
| 2 | Audit Committee | 12-11-2021 | 20 | | | Yes | 3 | 3 |
| 3 | Audit Committee | 25-01-2022 | 73 | | | Yes | 2 | 2 |
| 4 | Audit Committee | 14-02-2022 | 19 | | | Yes | 2 | 2 |
| 5 | Stakeholders Relationship Committee | 12-11-2021 | | | | Yes | 3 | 2 |
| 6 | Stakeholders Relationship Committee | 14-02-2022 | 93 | | | Yes | 3 | 2 |

| | Annexure 1 | | | | | | | |
|-----|---------------------------------|--|--|-------------------------|---------------------------------------|-------------|---|---|
| IV. | Meeting of Co | ommittees | | | | | | |
| 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 | Reson for not providing date | requirement | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 7 | Risk Management Committee | 25-01-2022 | | | | Yes | 3 | 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 | | | | | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee Yes | | | | | | | |
| Dis | sclosure 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 Mr. Naresh Malhotra (Promoter Director) Nature of Transaction Prime Focus Ltd (PFL) has availed security in the form of pledge/lien/encumbrance of 29,96,190 equity shares held by Mr. Naresh Malhotr Promoter & Director of the Company, against PFLs borrowing from various bank institutions as on March 31, 2022 | | | | | | |
| | Mr. Namit Malhotra 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 March 31, 2022 | | | | | | |
| | Pursuant to the Shareholders approval dated March 27, 2022, a Business Transfer Agreement (BTA) has been executed on March 31, 2022, between Prime Focus Limited (the Company or Seller) and DNEG India Media Services Limited (Subsidiary Company or Purchaser) for sale of the business of all post production related services that is undertaken by the Company through its divisions which carries out this business, but excluding the business of services/rental of shooting floors as referred in the BTA executed by the company, as a going concern, by way of a slump sale, to DNEG India Media Services Limited, a subsidiary of the (Subsidiary Company) Company) Pursuant to the Shareholders approval dated March 27, 2022, a Business Transfer Agreement (BTA) has been executed on March 31, 2022, between Prime Focus Limited (Subsidiary Company or Purchaser) for sale of the business of all post production related services that is undertaken by the Company through its divisions which carries out this business, but excluding the business of services/rental of shooting floors as referred in the BTA executed by the company, as a going concern, by way of a slump sale, to DNEG India Media Services Limited, a subsidiary of the Company) Company) | upto Rs. | | | | | |

| * 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 | Sr Subject | | | | | |
| 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 Secre | | Company Secretary and Compliance Officer | | |

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| a processor of the state of the | | | | | | | |
|--|---|-------------------------------------|--|---|--|--|--|
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address | | | |
| 1 | Details of business | Yes | | http://www.primefocus.com/who-we-are | | | |
| 2 | Terms and conditions of appointment of independent directors | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance | | | |
| 3 | Composition of various committees of board of directors | Yes | | http://www.primefocus.com/who-we-are | | | |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance | | | |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance | | | |
| 6 | Criteria of making payments to non- executive directors | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance | | | |
| 7 | Policy on dealing with related party transactions | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance | | | |
| 8 | Policy for determining 'material' subsidiaries | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance | | | |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | http://www.primefocus.com/investor-center#Familiarisation_Prgm_for_ID | | | |

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| | 0 0 | | | |
|----|--|-------------------------------------|--|--|
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance |
| 11 | email address for grievance redressal and other relevant details | Yes | | http://www.primefocus.com/investor-center#Investor_Contacts |
| 12 | Financial results | Yes | | http://www.primefocus.com/investor-center#Results_Reports |
| 13 | Shareholding pattern | Yes | | http://www.primefocus.com/investor-center#Results_Reports |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | | http://www.primefocus.com/investor-center#Results_Reports |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | http://www.primefocus.com/investor-center#Results_Reports |
| 18 | Credit rating or revision in credit rating obtained | Yes | | http://www.primefocus.com/investor-center#Results_Reports |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | http://www.primefocus.com/subsidiary-financials-2020-21 |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | http://www.primefocus.com/investor-center |
| 21 | Materiality Policy as per Regulation 30 | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | | http://www.primefocus.com/investor-center#Corporate_Governance |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | http://www.primefocus.com/investor-center |
| | | | | |

II. Annual Affirmations

| 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) & 25(6) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | 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 | |

II. Annual Affirmations

| 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 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |

| II. | I. Annual Affirmations | | | | | |
|-----|---|---|-------------------------------------|---|--|--|
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | | |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | | | |
| 22 | Composition and role of risk management committee | 21(1),(2), (3),(4) | Yes | | | |
| 23 | Meeting of Risk Management Committee | 21(3A) | Yes | | | |
| 24 | Vigil Mechanism | 22 | Yes | | | |
| 25 | Policy for related party Transaction | 23(1), (1A),(5), (6),(7) & (8) | Yes | | | |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | | | |
| 27 | Approval for material related party transactions | 23(4) | Yes | | | |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | | | |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | No | The Company is in the process of appointment of Independent Director of the Company on the Board of unlisted material subsidiaries, incorporated outside India. The material unlisted subsidiaries which are incorporated in India have independent director of the Company on their Board. | | |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3), (4),(5) & (6) | Yes | | | |

II. Annual Affirmations

| 11. | . Annual Ann mations | | | | | |
|-----|---|----------------------|-------------------------------------|--|--|--|
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | | |
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes | | | |
| 32 | Alternate Director to Independent Director | 25(1) | NA | | | |
| 33 | Maximum Tenure | 25(2) | Yes | | | |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes | | | |
| 35 | Familiarization of independent directors | 25(7) | Yes | | | |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes | | | |
| 37 | D & O Insurance for Independent Directors | 25(10) | Yes | | | |
| 38 | Memberships in Committees | 26(1) | Yes | | | |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | | | |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | | | |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | | | |
| | Any other information to be provided - Add Notes | | | | | |
| | | | | | | |

| Annexure II | | |
|-------------|-------------------|--|
| 1 | Name of signatory | Parina Shah |
| 2 | Designation | Company Secretary and Compliance Officer |

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

| | Text Block |
|------------------------|--|
| Textual Information(1) | The Listed entity has approved Material Subsidiary Policy, however, corporate governance requirements with respect to appointment of Independent Director of the Company on the Board of unlisted material subsidiaries, incorporated outside India have not been complied with. The Company is in the process to comply with the same. |

| Annexure II | | |
|-------------|-------------------|--|
| 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 | 14-04-2022 |