



## PRIME FOCUS LIMITED

CIN: L92100MH1997PLC108981

Registered Office: Prime Focus House, Opp. CITI Bank, Linking Road, Khar (West), Mumbai- 400052

Tel: +91 22 2648 4900

Website: [www.primefocus.com](http://www.primefocus.com); Email Id: [ir.india@primefocus.com](mailto:ir.india@primefocus.com)

### NOTICE

NOTICE is hereby given that the **TWENTY- SEVENTH ANNUAL GENERAL MEETING ("AGM")** of the Members of **Prime Focus Limited**, will be held on **Monday, September 30, 2024 at 12.30 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS

**1. To receive, consider and adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of the Auditors thereon.

**2. To appoint a Director in place of Mr. Naresh Mahendranath Malhotra (DIN: 00004597), Director who retires by rotation and being eligible offers himself for re-appointment.**

#### SPECIAL BUSINESS

**3. To appoint Ms. Pooja Sood (DIN: 10590404) as an Independent Woman Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Pooja Sood (DIN: 10590404), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors with

effect from August 09, 2024, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from August 09, 2024 upto August 08, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required and take all such steps as may be necessary, proper and expedient to give effect to this resolution".

**4. To appoint Mr. Bharat Dighe (DIN: 00203056) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Bharat Dighe (DIN: 00203056), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors with effect from August 09, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment

under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from August 09, 2024 upto August 08, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required and take all such steps as may be necessary, proper and expedient to give effect to this resolution”.

**5. To approve material related party transaction(s) between the Company and certain identified Related Parties of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘**Listing Regulations**’), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the ‘**Act**’) read with the Rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions (the ‘**RPT Policy**’) and other applicable laws, and charter documents of the Company, and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter/ continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Company and with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between the Company and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) in relation to:

- 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**6. To approve material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘**Listing Regulations**’), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the ‘**Act**’) read with the Rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions (the ‘**RPT Policy**’) and other applicable laws, and charter documents of the Company, and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two “Related Parties” of the Company, i.e DNEG India Media Services Limited, a subsidiary of

the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between DNEG India Media Services Limited and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/contract(s)/arrangement(s)/agreement(s) in relation to:

- 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;
- g) Purchase/ sale of investments;
- h) Issue of Equity Shares/Conversion of loan to equity.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**7. To approve material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the '**Act**') read with the Rules made thereunder, other

applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the '**RPT Policy**') and other applicable laws, and charter documents of the Company, and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two "Related Parties" of the Company, i.e Double Negative Montréal Productions Ltd., a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between Double Negative Montréal Productions Ltd. and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/contract(s)/arrangement(s)/agreement(s) in relation to:

- 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;
- g) Purchase/sale of investments.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**8. To approve material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘**Listing Regulations**’), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the ‘**Act**’) read with the Rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions (the ‘**RPT Policy**’) and other applicable laws, and charter documents of the Company, and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two “Related Parties” of the Company, i.e Double Negative Limited, a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between Double Negative Limited and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/contract(s)/arrangement(s)/agreement(s) in relation to:

- 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;

- g) Purchase/sale of investments;
- h) Issue of Equity Shares/Conversion of loan to equity;
- i) Payment/ receipt of Dividend.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**9. To approve material related party transaction(s) between Double Negative Canada Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘**Listing Regulations**’), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the ‘**Act**’) read with the Rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions (the ‘**RPT Policy**’) and other applicable laws, and charter documents of the Company, and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two “Related Parties” of the Company, i.e Double Negative Canada Productions Ltd., a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between Double Negative

Canada Productions Ltd. and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/contract(s)/ arrangement(s)/ agreement(s) in relation to:

- 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;
- g) Purchase/sale of investments;
- h) Issue of Equity Shares/Conversion of loan to equity;
- i) Payment/ receipt of Dividend.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**10. To approve material related party transaction(s) between DNEG S.A R.L., a subsidiary of the Company and certain identified Related Parties of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the '**Act**') read with the

Rules made thereunder, other applicable laws/statutory provisions, if any ( including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the '**RPT Policy**') and other applicable laws, and charter documents of the Company, and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two "Related Parties" of the Company, i.e DNEG S.A R.L., a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between DNEG S.A R.L. and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) in relation to:

- 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;
- g) Purchase/sale of investments;
- h) Issue of Equity Shares/Conversion of loan to equity;
- i) Payment/ receipt of Dividend.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary



approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**11. To approve material related party transaction(s) between DNEG North America, Inc., a subsidiary of the Company and certain identified Related Parties of the Company:**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘**Listing Regulations**’), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the ‘**Act**’) read with the Rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions (the ‘**RPT Policy**’) and other applicable laws, and charter documents of the Company, and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two “Related Parties” of the Company, i.e DNEG North America, Inc., a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between DNEG North America, Inc. and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/contract(s)/arrangement(s)/agreement(s) in relation to:

- 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;

g) Purchase/sale of investments.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors**

**Parina Shah**  
**Company Secretary**  
**ACS 18061**

**Place: Mumbai**

**Date: August 09, 2024**

**Registered Office:**

Prime Focus House,  
Opp. CITI Bank, Linking Road, Khar (West), Mumbai – 400 052.  
CIN: L92100MH1997PLC108981

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”), as amended from time to time, in respect of the Special Business under Item Nos. 3 to 11 as set out above and details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”), in respect of the Director seeking appointment/ re-appointment at this Annual General Meeting (“**AGM**”) are annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and the Ministry of Corporate Affairs (“**MCA**”) has vide its circulars dated September 25, 2023 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide its circular no. SEBI/HO/CFD/CFD-PoD-

2/P/CIR/2023/167 dated October 07, 2023, and other applicable circulars issued in this regard, (collectively referred to as “SEBI Circular”) permitted the holding of the Annual General Meeting (“AGM”) through video conferencing/other audio visual means (“VC / OAVM”) till September 30, 2024 without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself and such a proxy/ proxies need not be a member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and SS-2 on “General Meetings”, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. Members desirous of getting any information in relation to the Company's Annual Report 2023-24 or who would like to express their views / have questions are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Company Secretary of the Company through e-mail on [ir.india@primefocus.com](mailto:ir.india@primefocus.com). These queries will be replied to by the company suitably by email.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.primefocus.com](http://www.primefocus.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at <https://www.evotingindia.com>.
7. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Link Intime India Private Limited, the Registrar and Transfer Agent (“RTA”) of the Company (in case of shares held in physical form) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. For any communication, the Members may also send requests to the Company's email ID: [ir.india@primefocus.com](mailto:ir.india@primefocus.com).
8. Members are requested to:
  - a) intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the RTA, for shares held in physical form.
  - b) quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
  - c) make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the MCA can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
9. Non-Resident Indian members are requested to immediately notify the Registrar and Share Transfer Agents i.e. Link Intime India Private Limited:
  - a) the change in residential status on return to India for permanent settlement;
  - b) the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished; and
  - c) Indian address for sending all communications, if not provided so far.
10. The Board of Directors has appointed Mr. Mehul Raval, Practicing Company Secretary (Membership No. ACS-18300, CP No. 24170) as the Scrutinizer to scrutinize the E- voting process in a fair and transparent manner.
11. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2024.
12. Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Letter of Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The

said Resolution/Letter of Authorization shall be sent to scrutinizer at [csmehulraval@gmail.com](mailto:csmehulraval@gmail.com) by email and copy marked to the Company at [ir.india@primefocus.com](mailto:ir.india@primefocus.com).

13. Pursuant to aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  14. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  16. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [ir.india@primefocus.com](mailto:ir.india@primefocus.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [ir.india@primefocus.com](mailto:ir.india@primefocus.com). These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and the Certificate from the Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other relevant documents referred to in this Notice and the Explanatory Statement shall be available for inspection through electronic mode. Members are requested to write to the Company on [ir.india@primefocus.com](mailto:ir.india@primefocus.com) up to the date of the AGM i.e. Monday, September 30, 2024 for inspection of said documents.
  18. Members are requested to intimate changes, if any pertaining to change of name / address, email address, telephone / mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or to RTA at Link Intime India Pvt. Ltd., LBS Marg, Vikhroli (West), Mumbai – 400 083, Contact No: 91- 22-49186174/ (0)810 811 6767, Fax No: 91-22-49186060, Email: [swayam@linkintime.co.in](mailto:swayam@linkintime.co.in) in Form ISR-1 in case the shares are held in physical form.
  19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company/Registrar and Share Transfer Agents.
  20. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024 read with SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the Company/Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. The Company has also sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to above SEBI Circular.
  21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
- Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the



ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.primefocus.com/investor-center>link> to Smart ODR Portal

22. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's RTA for assistance in this regard.
23. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.primefocus.com](http://www.primefocus.com) and on the website of the Company's RTA, Link Intime India Pvt. Ltd at [www.linkintime.co.in](http://www.linkintime.co.in). It may be noted that any service request can be processed only after the folio is KYC compliant.
24. The facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.primefocus.com/shareholder-service-request-forms>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.
25. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
26. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holdings should be obtained from the concerned

Depository Participant and holdings should be verified.

27. The members, whose unclaimed shares have been transferred to IEPF, may claim the same by making application to the IEPF authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) for details of unclaimed shares transferred to IEPF please refer company's website viz [www.primefocus.com](http://www.primefocus.com). The Member/ Claimant can file only one consolidated claim in a Financial Year as per IEPF Rules.

**Instructions for e-voting and joining the AGM are as follows:**

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022, Circular no. 03/2022 dated May 05, 2022, Circular no. 10/2022 dated December 28, 2022 and Circular no.09/2023 dated September 25, 2023. The forthcoming Annual General Meeting (AGM) will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, Circular No. 02/2022 and Circular no. 03/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular no.09/2023 dated September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.primefocus.com](http://www.primefocus.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 and Circular no. 03/2022 dated May 05, 2022, Circular no. 10/2022 dated December 28, 2022 and Circular no. 09/2023 dated September 25, 2023.
8. In continuation of this Ministry's General Circular No. 20/2020, dated May 05, 2020, General Circular No. 02/2022 dated May 05, 2022, and Circular no. 10/2022 dated December 28, 2022 and Circular no.09/2023 dated September 25, 2023 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2024, to conduct their AGMs on or before September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 and as per MCA circular no. 02/2022 and 03/2022 dated May 05, 2022 MCA Circular no.10/2022 dated December 28, 2022 and MCA Circular no.09/2023 dated September 25, 2023.

#### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins at **09:00 a.m. (IST) on Thursday, September 26, 2024 and ends at 05:00 p.m. (IST) on Sunday, September 29, 2024.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000

- (vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 1) Click on "Shareholders" module.
- 2) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

- 4) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **ADDITIONAL FACILITY FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS -FOR REMOTE VOTING ONLY.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ir.india@primefocus.com](mailto:ir.india@primefocus.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [ir.india@primefocus.com](mailto:ir.india@primefocus.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email address viz; [ir.india@primefocus.com](mailto:ir.india@primefocus.com) These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ir.india@primefocus.com](mailto:ir.india@primefocus.com) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no 1800 21 09911.

#### OTHER INSTRUCTIONS:

1. The period for e-voting starts on Thursday, September 26, 2024 at 9:00 a.m. (IST) and ends on Sunday, September 29, 2024 at 5:00 p.m. (IST). E-voting shall be disabled by CDSL at 5:00 p.m. (IST) on Sunday, September 29, 2024 and members shall not be allowed to vote through remote e-voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 23, 2024 (end of day) i.e. cut-off date, may cast their vote electronically. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. The Members who have cast their vote by remote e-voting prior to the AGM may also participate the AGM through VC/OAVM but shall not be entitled to cast their vote again. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, or through e-voting at the AGM.

3. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of cut-off date, may follow the same procedure as mentioned above for e-Voting.
4. The scrutinizer shall, immediately after the conclusion of the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and issue a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Scrutinizer shall issue his report within the stipulated timelines under the applicable laws.

The Result of the voting declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. [www.primefocus.com](http://www.primefocus.com) and on the website of the CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

5. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e Monday, September 30, 2024.
6. Since the AGM will be held through VC / OAVM, the Route Map of the venue of the AGM is not annexed in this Notice.

**By Order of the Board of Directors**

**Parina Shah**  
**Company Secretary**  
**ACS 18061**

**Place: Mumbai**  
**Date: August 09, 2024**

**Registered Office:**  
Prime Focus House,  
Opp. CITI Bank, Linking Road, Khar (West), Mumbai – 400 052.  
CIN: L92100MH1997PLC108981

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 11 accompanying the Notice.

### Item No. 3 & 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 09, 2024, appointed Ms. Pooja Sood (DIN: 10590404) and Mr. Bharat Dighe (DIN: 00203056) as Additional Director(s) (Category: Non-Executive & Independent) of the Company w.e.f. August 09, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the **Act**"), Ms. Pooja Sood and Mr. Bharat Dighe hold office as Additional Director(s) till the date of the ensuing 27<sup>th</sup> Annual General Meeting ("**AGM**") scheduled on September 30, 2024.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Ms. Pooja Sood and Mr. Bharat Dighe as Independent Director(s) of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 09, 2024 passed the resolution for appointment of Ms. Pooja Sood and Mr. Bharat Dighe as Independent Director(s) on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from the date of Board's approval i.e. August 09, 2024 till August 08, 2029 (both days inclusive).

Ms. Pooja Sood and Mr. Bharat Dighe are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from both the Directors as per the provisions of the Act and Listing Regulations including the declaration that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. Further, in terms of Regulation 25(8) of Listing Regulations, they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further, they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("**SEBI**") or any other authority and have successfully registered themselves in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Pooja Sood and Mr. Bharat Dighe fulfil the conditions for appointment as Independent Director(s), as specified in the Act and Listing Regulations and are independent of the management.

Ms. Pooja Sood and Mr. Bharat Dighe possess the required skills, knowledge, and experience as identified by the Board in the fields of Accounts & Finance and their induction on PFL Board will immensely benefit the Company.

Further, Ms. Pooja Sood and Mr. Bharat Dighe possess the integrity, expertise, experience and proficiency for appointment as an Independent Director(s) and are persons of high integrity and repute.

Considering their expertise and knowledge, the Board considers that the appointment of Ms. Pooja Sood and Mr. Bharat Dighe as Independent Director(s) of the Company will be in the interest of the Company, and hence, it recommends appointment of Ms. Pooja Sood and Mr. Bharat Dighe as Independent Director(s) of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from the date of Board's approval i.e. August 09, 2024 till August 08, 2029 (both days inclusive).

Accordingly, the Board recommends the resolution as set out at Item No.3 and 4 of the Notice for approval of the Members of the Company as Special Resolutions.

The copy of draft letter(s) of appointment of Ms. Pooja Sood and Mr. Bharat Dighe setting out the terms and conditions of their appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Pooja Sood and Mr. Bharat Dighe including their profile and specific areas of expertise are given in this Addendum to the AGM Notice as "**Annexure**".

Except Ms. Pooja Sood/ Mr. Bharat Dighe and their relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way interested, financially or otherwise, in this resolution except to the extent of their shareholding, if any. The proposed resolution do not relate to or affect any other Company.

### Item No.5 to 11

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), as amended from time to time, effective April 1, 2022, states that all material related party transactions with an aggregate value exceeding ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require

approval of members by means of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at arm's length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also expanded the definition of related party transaction which now includes within its ambit a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022, clarified that in case of omnibus approval for material related party transactions is obtained from the shareholders in mode other than AGM, validity of such omnibus approvals shall not exceed one year and if approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. Accordingly, in line with the said SEBI Circular, the said resolution is being presented for the approval of shareholders, so as to extend the validity of shareholders approval for this resolution until the next annual general meeting of the Company for a period not exceeding fifteen months to be held in FY 2025-26.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing, if any. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the Annual General Meeting. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The Company now proposes to enter into related party transactions as provided in resolutions at Item Nos. 5 to 11, during FY 2024-25 and FY 2025-26, at the agreed terms of the transactions. Accordingly, the approval of the shareholders is being sought for the resolutions contained at Item Nos. 5 to 11 of the accompanying Notice.

#### Item no. 5

**Details of proposed RPTs between the Company and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:**

Sr. No.	Description	Details of proposed RPTs between the Company and certain Identified Related Parties of the Company	
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a	Name of the Related Party	DNEG India Media Services Limited	Prime Focus Technologies Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	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.	
d	Material terms and particulars of contract/ Arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.	
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 800 crores and ₹ 400 crores for the Financial Year 2024-25 and 2025-26 respectively.

Sr. No.	Description	Details of proposed RPTs between the Company and certain Identified Related Parties of the Company	
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided) *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023- 24.	a. 12.72% and 12.72%% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. 48.94%% and 48.94%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2024-25 and 2025-26 respectively.	a. 20.36% and 10.18% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. 303.15% and 151.57%* of annual turnover of Prime Focus Technologies Limited for the Financial Year 2024-25 and 2025-26 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its Subsidiary		
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments		
	- Nature of indebtedness	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> <li>Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loan and borrowings between the Companies.</li> <li>Interest Rate: Rate of Interest would be cost of funds + spread.</li> <li>Unsecured Borrowings.</li> </ul>	
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.	
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.	
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Naresh Malhotra and Mr. Devarajan Samu, Directors of the Company, are also Directors on the Board of DNEG India Media Services Limited.	Mr. Namit Malhotra, Mr. Devarajan Samu, Mr. Vibhav Parikh, Directors of the Company and Mr. Nishant Fadia, CFO are also Directors on the Board of Prime Focus Technologies Limited.
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than as mentioned above, are concerned or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members by way of an Ordinary Resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether such related party is a related party to the particular transaction or not.

Item no. 6

Details of proposed RPTs between DNEG India Media Services Limited and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:

Sr No.	Description	Details of proposed RPTs between DNEG India Media Services Limited and certain Identified Related Parties of the Company			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a	Name of the Related Party	DNEG S.A.R.L.	Double Negative Montreal Productions Ltd.	Double Negative Limited	DNEG Australia PTY Ltd.
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	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; g) Purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity.			
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,200 crores and ₹ 1,200 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 400 crores and ₹ 400 crores for the Financial Year 2024-25 and 2025-26 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided)  *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023-24.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 48.94% and 48.94%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. *Annual turnover of DNEG S.A.R.L. is Nil.	a. 25.44% and 25.44% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 97.88% and 97.88%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. 40.04% and 40.04%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.	a. 30.53% and 30.53% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 117.45% and 117.45%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. 185.09% and 185.09%* of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.	a. 10.18% and 10.18% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 39.15% and 39.15%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. 218.83% and 218.83%* of annual turnover of DNEG Australia PTY Ltd. for the Financial Year 2024-25 and 2025-26 respectively.



Sr No.	Description	Details of proposed RPTs between DNEG India Media Services Limited and certain Identified Related Parties of the Company			
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary				
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"><li>• Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loans and borrowings between the Companies.</li><li>• Interest Rate: Rate of Interest would be cost of funds + spread.</li><li>• Unsecured Borrowings.</li></ul>			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	None of the Directors or KMP of DNEG India Media Services Limited is a Director or KMP of DNEG S.A R.L	Mr. Vikas Rathee, KMP of DNEG India Media Services Limited is a Director & KMP of Double Negative Montreal Productions Ltd.	Mr. Vikas Rathee, KMP of DNEG India Media Services Limited, is also a Director on the Board of Double Negative Limited.	None of the Directors or KMP of DNEG India Media Services Limited is a Director or KMP of DNEG Australia PTY Ltd.
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than as mentioned above, are concerned or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members by way of an Ordinary Resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether such related party is a related party to the particular transaction or not.

Item No. 7

Details of proposed RPTs between Double Negative Montreal Productions Ltd. and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:

Sr No.	Description	Details of proposed RPTs between Double Negative Montreal Productions Ltd. and certain Identified Related Parties of the Company				
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.					
a	Name of the Related Party	Prime Focus International Services UK Limited	DNEG North America, Inc.	DNEG S.A.R.L.	Double Negative Films Limited	DNEG Australia PTY Ltd
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	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; g) purchase/ sale of investments.				
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.				
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 2,550 crores and ₹ 2,550 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 4,000 crores and ₹ 4,000 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 550 crores and ₹ 550 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,300 crores and ₹ 1,300 crores for the Financial Year 2024-25 and 2025-26 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided)  *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023-24.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 20.02% and 20.02%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2024- 25 and 2025-26 respectively.  c. 7951.48% and 7951.48%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2024-25 and 2025-26 respectively.	a. 64.88% and 64.88% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 102.10% and 102.10%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. 1817.35% and 1817.35%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25 and 2025-26 respectively.	a. 101.78% and 101.78% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 160.15% and 160.15%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. *Annual turnover of DNEG S.A R.L. is Nil.	a. 13.99% and 13.99% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 22.02% and 22.02%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. 1780.12% and 1780.12%* of annual turnover of Double Negative Films Limited for the Financial Year 2024-25 and 2025-26 respectively	a. 33.08% and 33.08% of the annual consolidated turnover of the Company for the Financial Year 2024- 25 and 2025-26 respectively.  b. 52.05% and 52.05%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2024- 25 and 2025-26 respectively.  c. 711.18% and 711.18%* of annual turnover of DNEG Australia PTY Ltd for the Financial Year 2024-25 and 2025-26 respectively.

Sr No.	Description	Details of proposed RPTs between Double Negative Montreal Productions Ltd. and certain Identified Related Parties of the Company				
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary					
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,					
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> <li>Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loans and borrowings between the Companies.</li> <li>Interest Rate: Rate of Interest would be cost of funds + spread.</li> <li>Unsecured Borrowings.</li> </ul>				
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.				
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.				
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Vikas Rathee, KMP of Double Negative Montreal Productions Ltd. is also director in Prime Focus International Services UK Limited	Mr. Vikas Rathee, KMP & Mr. Kodi Raghavan Srinivasan, Director of Double Negative Montreal Productions Ltd. are also Directors in DNEG North America, Inc.	None of the Directors or KMP of Double Negative Montreal Productions Ltd. is a Director or KMP in DNEG S.A R.L	Mr. Vikas Rathee, KMP of Double Negative Montreal Productions Ltd. is also director in Double Negative Films Limited.	Mr. Chris Pflug Director of Double Negative Montreal Productions Ltd. is also director in DNEG Australia PTY Ltd.
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.				

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than as mentioned above, are concerned or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members by way of an Ordinary Resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether such related party is a related party to the particular transaction or not.

Item no. 8

Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023 are as follows:

Sr No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a	Name of the Related Party	DNEG S.A.R.L.	Double Negative Films Limited	DNEG North America, Inc.	Prime Focus International Services UK Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	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; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.			
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26
f	Value of the proposed transaction	Shall not exceed ₹ 6,000 crores and ₹ 6,000 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 2,000 crores and ₹ 2,000 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 4,500 crores and ₹ 4,500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2024-25 and 2025-26 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided)  *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023-24.	a. 152.67% and 152.67% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 925.46% and 925.46%* of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. *Annual turnover of DNEG S.A.R.L. is Nil.	a. 50.89% and 50.89% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 308.49% and 308.49%* of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. 6473.15% and 6473.15%* of annual turnover of Double Negative Films Limited for the Financial Year 2024-25 and 2025-26 respectively.	a. 114.50% and 114.50% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 694.10% and 694.10%* of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. 3207.09% and 3207.09%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25 and 2025-26 respectively.	a. 25.44% and 25.44% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 154.24% and 154.24%* of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. 15902.95% and 15902.95%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2024-25 and 2025-26 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary				
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Sr No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company			
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> <li>Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loans and borrowings between the Companies.</li> <li>Interest Rate: Rate of Interest would be cost of funds + spread.</li> <li>Unsecured Borrowings.</li> </ul>			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Namit Malhotra, Director of Double Negative Limited is also Director in DNEG S.A.R.L.	Mr. Vikas Rathee, Director of Double Negative Limited is also Director in Double Negative Films Limited.	Mr. Vikas Rathee, Mr. Namit Malhotra and Mr. Kodi Raghavan Srinivasan, Directors of Double Negative Limited are also Directors in DNEG North America, Inc.	Mr. Vikas Rathee, Director of Double Negative Limited is also Director in Prime Focus International Services UK Limited.
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

Sr No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company		
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.			
a	Name of the Related Party	Double Negative Holdings Limited	DNEG Australia Pty Ltd	Double Negative Montréal Productions Ltd
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	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; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.		
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.		
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26
f	Value of the proposed transaction	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,500 crores and ₹ 1,500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 5,000 crores and ₹ 5,000 crores for the Financial Year 2024-25 and 2025-26 respectively.



Sr No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company			
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided)  *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023-24.	a. 25.44% and 25.44% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 154.24% and 154.24%* of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. *Annual turnover of Double Negative Holdings Limited is Nil.	a. 38.17% and 38.17% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 231.37% and 231.37% of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. 820.60% and 820.60%* of annual turnover of DNEG Australia PTY Ltd for the Financial Year 2024-25 and 2025-26 respectively.	a. 127.22% and 127.22% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 771.22% and 771.22%* of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.  c. 200.19% and 200.19%* of annual turnover of Double Negative Montréal Productions Ltd for the Financial Year 2024-25 and 2025-26 respectively.	
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary				
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals	Internal Accruals	
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	
	- Tenure	Not Applicable	Not Applicable	Not Applicable	
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"><li>Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loans and borrowings between the Companies.</li><li>Interest Rate: Rate of Interest would be cost of funds + spread.</li><li>Unsecured Borrowings.</li></ul>			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable	Not Applicable	
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Vikas Rathee and Mr. Namit Malhotra, Directors of Double Negative Limited are also Directors in Double Negative Holdings Limited.	None of the Director or KMP of Double Negative Limited is a Director or KMP in DNEG Australia Pty Ltd.	Mr. Vikas Rathee and Mr. Kodi Raghavan Srinivasan, Directors of Double Negative Limited are also Director in Double Negative Montreal Productions Ltd.	
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than as mentioned above, are concerned or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members by way of an Ordinary Resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether such related party is a related party to the particular transaction or not.

Item no. 9

Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:

Sr. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a	Name of the Related Party	DNEG India Media Services Limited	DNEG S.A.R.L.	Double Negative Toronto Productions Ltd.	Double Negative Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	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; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.			
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000crores for the Financial Year 2024-25 and 2025-26 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided)  *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023-24.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 100.74% and 100.74%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. 48.94% and 48.94%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2024-25 and 2025-26 respectively.	a. 25.44% and 25.44% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 201.48% and 201.48%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. *Annual turnover of DNEG S.A.R.L. is Nil.	a. 25.44% and 25.44% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 201.48% and 201.48%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. 867.93% and 867.93%* of annual turnover of Double Negative Toronto Productions Ltd for the Financial Year 2024-25 and 2025-26 respectively.	a. 25.44% and 25.44% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 201.48% and 201.48%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. 154.24% and 154.24%* of annual turnover of Double Negative Limited for the Financial Year 2024-25 and 2025-26 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary				
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				

Sr. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company			
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> <li>Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loans and borrowings between the Companies.</li> <li>Interest Rate: Rate of Interest would be cost of funds + spread.</li> <li>Unsecured Borrowings.</li> </ul>			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Vikas Rathee, Director of Double Negative Canada Productions Ltd. is also KMP in DNEG India Media Services Limited.	None of the Director or KMP of Double Negative Canada Productions Ltd. is a Director or KMP of DNEG S.A.R.L.	Mr. Vikas Rathee, Mr. Rohan Desai and Mr. Chris Pflug, Directors and KMP of Double Negative Canada Productions Ltd. are also Directors in Double Negative Toronto Productions Ltd.	Mr. Vikas Rathee and Mr. Kodi Raghavan Srinivasan, Directors or KMP of Double Negative Canada Productions Ltd. are Directors in Double Negative Limited.
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

Sr. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company		
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.			
a	Name of the Related Party	Double Negative Montréal Productions Ltd	DNEG North America, Inc.	DNEG Australia PTY Ltd
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	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; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.		
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.		
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.

Sr. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company			
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided)  *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023-24.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 100.74% and 100.74%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. 20.02% and 20.02%* of annual turnover of Double Negative Montréal Productions Ltd for the Financial Year 2024-25 and 2025-26 respectively.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 100.74% and 100.74%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. 356.34% and 356.34%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25 and 2025-26 respectively.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively.  b. 100.74% and 100.74%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2024-25 and 2025-26 respectively.  c. 273.53% and 273.53%* of annual turnover of DNEG Australia PTY Ltd for the Financial Year 2024-25 and 2025-26 respectively.	
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary				
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals	Internal Accruals	
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	
	- Tenure	Not Applicable	Not Applicable	Not Applicable	
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"><li>• Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loans and borrowings between the Companies.</li><li>• Interest Rate: Rate of Interest would be cost of funds + spread.</li><li>• Unsecured Borrowings.</li></ul>			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable	Not Applicable	
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Vikas Rathee, Mr. Rohan Desai, Mr. Kodi Raghavan Srinivasan and Mr. Chris Pflug, Directors and KMP of Double Negative Canada Productions Ltd. are also Directors in Double Negative Montréal Productions Ltd.	Mr. Vikas Rathee and Mr. Kodi Raghavan Srinivasan, Directors and KMP of Double Negative Canada Productions Ltd. are also Directors in DNEG North America, Inc.	Mr. Chris Pflug, Director and KMP of Double Negative Canada Productions Ltd. is also Director in DNEG Australia PTY Ltd.	
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than as mentioned above, are concerned or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members by way of an Ordinary Resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether such related party is a related party to the particular transaction or not.

Item no. 10

Details of proposed RPTs between DNEG S.A R.L. and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023 are as follows:

Sr No.	Description	Details of proposed RPTs between DNEG S.A R.L. and certain Identified Related Parties of the Company					
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.						
a	Name of the Related Party	DNEG North America, Inc.	Prime Focus International Services UK Limited	Double Negative Films Limited	Double Negative Toronto Productions Ltd.	DNEG Australia PTY Ltd	
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	
c	Type of the proposed transaction	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; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.					
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.					
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26	
f	Value of the proposed transaction	Shall not exceed ₹ 2,450 crores and ₹ 2,450 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,500 crores and ₹ 1,500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 1,150 crores and ₹ 1,150 crores for the Financial Year 2024-25 and 2025-26 respectively.	
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided)  *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023-24.	a. 62.34% and 62.34% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. *Annual turnover of DNEG S.A.R.L. is Nil. c. 1746.08% and 1746.08%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25 and 2025-26 respectively.	a. 25.44% and 25.44% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. *Annual turnover of DNEG S.A.R.L. is Nil. c. 15902.95% and 15902.95%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2024-25 and 2025-26 respectively.	a. 38.17% and 38.17% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. *Annual turnover of DNEG S.A.R.L. is Nil. c. 4854.86% and 4854.86%* of annual turnover of Double Negative Films Limited for the Financial Year 2024-25 and 2025-26 respectively.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. *Annual turnover of DNEG S.A.R.L. is Nil. c. 433.97% and 433.97%* of annual turnover of Double Negative Toronto Productions Ltd for the Financial Year 2024-25 and 2025-26 respectively.	a. 29.26% and 29.26% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. *Annual turnover of DNEG S.A.R.L. is Nil. c. 629.12% and 629.12%* of annual turnover of DNEG Australia PTY Ltd for the Financial Year 2024-25 and 2025-26 respectively.	
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary						



Sr No.	Description	Details of proposed RPTs between DNEG S.A R.L. and certain Identified Related Parties of the Company				
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,					
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> <li>Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loans and borrowings between the Companies.</li> <li>Interest Rate: Rate of Interest would be cost of funds + spread.</li> <li>Unsecured Borrowings.</li> </ul>				
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.				
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.				
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Namit Malhotra, Director of DNEG S.A R.L. is also Director in DNEG North America, Inc.	None of the Director or KMP of DNEG S.A R.L. is a Director or KMP in Prime Focus International Services UK Limited.	None of the Director or KMP of DNEG S.A R.L. is a Director or KMP in Double Negative Films Limited.	None of the Director or KMP of DNEG S.A R.L. is a Director or KMP in Double Negative Toronto Productions Ltd.	None of the Director or KMP of DNEG S.A R.L. is a Director or KMP in DNEG Australia PTY Ltd.
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.				

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than as mentioned above, are concerned or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members by way of an Ordinary Resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether such related party is a related party to the particular transaction or not.

Item no. 11

Details of proposed RPTs between DNEG North America, Inc. and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023 are as follows:

Sr No.	Description	Details of proposed RPTs between DNEG North America, Inc. and certain Identified Related Parties of the Company	
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a	Name of the Related Party	Prime Focus Technologies, Inc.	DNEG Australia PTY Ltd
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	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; g) purchase/ sale of investments.	
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.	
e	Tenure of the proposed transaction	Financial Year 2024-25 and 2025-26	Financial Year 2024-25 and 2025-26
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2024-25 and 2025-26 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided)  *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2023-24.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. 356.34% and 356.34%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25 and 2025-26 respectively. c. 483.05% and 483.05%* of annual turnover of Prime Focus Technologies, Inc. for the Financial Year 2024-25 and 2025-26 respectively.	a. 12.72% and 12.72% of the annual consolidated turnover of the Company for the Financial Year 2024-25 and 2025-26 respectively. b. 356.34% and 356.34%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25 and 2025-26 respectively. c. 273.53% and 273.53%* of annual turnover of DNEG Australia PTY Ltd. for the Financial Year 2024-25 and 2025-26 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,		
	- Nature of indebtedness	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> <li>Applicable Terms, Tenure &amp; Repayment Schedule: As mutually agreed under the agreement for loans and borrowings between the Companies.</li> <li>Interest Rate: Rate of Interest would be cost of funds + spread.</li> <li>Unsecured Borrowings.</li> </ul>	
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement	Working Capital Requirement

Sr No.	Description	Details of proposed RPTs between DNEG North America, Inc. and certain Identified Related Parties of the Company	
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.	
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.	
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr Kodi Raghavan Srinivasan, Director of DNEG North America, Inc. is also Director in Prime Focus Technologies, Inc.	None of the Director or KMP of DNEG North America, Inc. is a Director or KMP in DNEG Australia PTY Ltd.
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than as mentioned above, are concerned or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members by way of an Ordinary Resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether such related party is a related party to the particular transaction or not.

## ANNEXURE TO THE NOTICE

(In terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)):

Name of the Director	Mr. Naresh Malhotra	Ms. Pooja Sood	Mr. Bharat Dighe
Designation and Category of Director	Chairman and Whole-Time Director	Independent Non-Executive Director	Independent Non-Executive Director
DIN	00004597	10590404	00203056
First date of appointment as Director	Since incorporation of the Company (i.e. June 24, 1997)	-	-
Date of Birth	October 02, 1944	December 23, 1974	August 15, 1969
Age (in yrs)	79	49	54
Qualifications	B.com	Chartered Accountant, ICAEW	Chartered Accountant
Nationality	Indian	British	Indian
Brief resume, Experience and Expertise in Specific Functional Areas.	Mr. Naresh Malhotra is a veteran in the Indian M&E industry, best known for producing the Amitabh Bachchan starrer Shahenshah. Naresh Malhotra realized early the potential boom in the Indian television industry. He set up India's first digital audio studio in the 80s and later in 90s and also started providing equipment rental services to TV and ad film makers.	Ms. Pooja Sood is a Chartered Accountant from ICAEW. She has overall 27 years of extensive experience in the fields of Limited Company Accounts, Partnership & Rental Accounts, Sole Trader Accounts, Management Accounts, Audit & Assurance, Small Charity Accounts, IFRS, Corporate & Personal tax returns, VAT return. She also has extensive knowledge of FRS102, FRS105, UK GAAP	Mr. Bharat Dighe has more than 23 years of experience in Private Equity investments and M&A Consulting in India. More than 18 years' experience in direct investing roles with global private equity fund houses investing in Indian unlisted companies, both as minority / majority shareholding. He has also been in senior management positions in global investment houses, handling all aspects of the investment process.
Names of other companies in which the person holds the directorship (Excludes Private Companies, Foreign Companies, Companies formed under Section 8 of the Companies Act 2013)	i. DNEG India Media Services Limited ii. Prime Focus Motion Pictures Limited iii. Prime Focus Production Services Private Limited (Subsidiary of Prime Focus Limited)	Nil	i. Prime Focus Technologies Limited
Chairmanship / Membership of Committees of the board (In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees of the board are considered Audit committee and Stakeholders Relationship Committee)	<b>Prime Focus Limited:</b> i. Stakeholder's Relationship Committee- Member ii. Audit committee- Member	Nil	<b>Prime Focus Technologies Limited:</b> i. Audit Committee- Member
Remuneration last drawn by such person	₹ 1,80,00,000/- p.a	Nil – Except sitting fees.	Nil – Except sitting fees.
Remuneration sought to be paid	Upto ₹ 1,80,00,000/- p.a	No compensation shall be paid except Sitting Fees.	No compensation shall be paid except Sitting Fees.
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board / Shareholders Resolution	Terms and Conditions as per the Board / Shareholders Resolution.	Terms and Conditions as per the Board / Shareholders Resolution.
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company	Mr. Naresh Malhotra is a promoter of the Company. Except Mr. Naresh Mahendranath Malhotra and Mr. Namit Naresh Malhotra who are related to each other by way of father and son relationship, none of the other Directors, Manager, Key Managerial Personnel of the company are related to Mr. Naresh Malhotra.	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the company.	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the company.
No. of shares held in the company as on the date of notice (including as Beneficial Owner)	5,86,75,296 equity shares of Re. 1 each.	Nil	Nil
The number of Meetings of the Board attended during the Financial Year 2023-24 (till the date of this notice)	10	Not Applicable	Not Applicable
Name of the Listed entities from which director has resigned in the past 3 (three) year.	None	None	None
Performance evaluation done or not.	Yes	Not Applicable	Not Applicable

By Order of the Board of Directors

Parina Shah  
Company Secretary  
ACS 18061

Place: Mumbai

Date: August 09, 2024

Registered Office:

Prime Focus House,

Opp. Citi Bank, Linking Road, Khar West, Mumbai – 400 052.

CIN: L92100MH1997PLC108981