



PRIME FOCUS LIMITED

CIN: L92100MH1997PLC108981

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

Tel: +91 22 6715 5000, Fax: +91 22 6715 5001

Website: www.primefocus.com; Email Id: ir.india@primefocus.com

NOTICE

NOTICE is hereby given that the **TWENTY- SIXTH ANNUAL GENERAL MEETING ("AGM")** of the Members of **Prime Focus Limited**, will be held on **Friday, September 29, 2023 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, 2023, together with the Reports of the Board of Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon.
2. **To appoint a Director in place of Mr. Namit Naresh Malhotra (DIN: 00004049) who retires by rotation and being eligible offers himself for re-appointment.**
3. **To appoint Statutory Auditors and to fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and approval of the Board of Directors ("**the Board**"), M/s. M S K A & Associates, Chartered Accountants (Firm Reg No. 105047W), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from conclusion of this 26th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company to be held for the Financial Year 2027-28, at such remuneration and out of pocket expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient, including filing the requisite forms with Ministry of

Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT a copy of the above resolution duly certified as true by any of the Director or Company Secretary of the Company be furnished to such parties/authorities as may be required from time to time in connection with the above matter."

SPECIAL BUSINESS

4. **To alter the Object Clause of the Memorandum of Association of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Sections 4, 13, 15 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals, permissions and sanctions, as may be required, the consent of the members be and is hereby accorded to alter the existing object clause of Memorandum of Association (MoA) of the Company by making following changes:

1. Sub clause 5 of Clause III (B) (Objects incidental or ancillary to the attainment of main objects) of the existing MoA be shifted to Clause III (A) (Main objects of the Company to be pursued by the Company on its Incorporation) which states as follows:

"To sell, improve, manage, develop, exchange, rent, mortgage, enfranchise, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or abandon, dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for the consideration as may be thought fit in the interest of the Company and in particular for stocks, shares whether fully or partly paid up or securities of any other company."
2. Clause III (B) (Objects incidental or ancillary to the attainment of main objects) and Clause III (C) (Other Objects) of the existing MoA be merged and substituted with Clause III (B) and the same be renamed as "Matters which are necessary for furtherance of the objects specified in clause III (A)"

RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT a copy of the above resolution duly certified as true by any of the Director or Company Secretary of the Company be furnished to such parties/authorities as may be required from time to time in connection with the above matter."

5. To approve to sell/transfer/ dispose/ Lease/ assign asset(s) of the material subsidiary(ies):

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

"RESOLVED THAT pursuant to the provisions of Regulation 24 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the '**Listing Regulations**') and the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (as amended from time to time) (the '**Act**') and the Memorandum and Articles of Association of the Company and subject to requisite approvals, if any, as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as '**Board**', which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) to sell, transfer, assign, lease or dispose-off the assets of PF World Limited, a material subsidiary of the Company, to the lenders/ buyers/ third-parties, through various modes, including by way of slump sale, asset sale or through other contractual arrangements, for any purpose in connection with the business activities of the Company or its subsidiaries, in one or more tranches, on such terms and conditions and in such manner as the Board may deem fit, resulting in sale/disposal/lease of more than 20% (in value) of assets of PF World Limited, a material subsidiary of the Company, in one of more tranches, during any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company as well as the Board of Directors of PF World Limited be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called including but not limited to agreement(s) for sale, undertakings, forms, letters, applications with such modification(s) as may be required from time to time and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto as they may in their absolute discretion deem fit, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

6. To approve material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary 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 DNEG India Media Services Limited, a subsidiary of the Company, such that the maximum value of the related party transactions between the Company and DNEG India Media Services Limited, a subsidiary 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.”

7. 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.

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 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."

9. 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.

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 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.

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 Prime Focus World N.V., 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 Prime Focus World N.V., a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between Prime Focus World N.V. 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."

12. 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."

13. To approve material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and DNEG PLC, a subsidiary 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 Films Limited, a subsidiary of the Company and DNEG PLC, a subsidiary of the Company, such that the maximum value of the related party transactions between Double Negative Films Limited and DNEG PLC, 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."

14. To approve material related party transaction(s) between Double Negative Holdings Limited, a subsidiary of the Company and Incamera Limited, associate 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 Holdings Limited, a subsidiary of the Company and Incamera Limited, associate of the Company, such that the maximum value of the related party transactions between Double Negative Holdings Limited and Incamera Limited, 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: September 01, 2023

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. 4 to 14 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 December 28, 2022 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022 (collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 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, 2023 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 2022-23 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. 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 2022-23 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 2022-23 will also be available on the Company's website www.primefocus.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.
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. Friday, September 22, 2023.

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 by email and copy marked to the Company at 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. 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. 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 up to the date of the AGM i.e. Friday, September 29, 2023 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: 91-22-49186270/ (0)810 811 6767, Fax No: 91-22-49186060, Email: rnt.helpdesk@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. SEBI had vide circular dated March 16, 2023 introduced Common and Simplified Norms for furnishing PAN, KYC details and Nomination by the Shareholders, in supersession of circulars dated November 3, 2021 and December 14, 2021 according to which, all shareholders holding shares in physical form are mandatorily required to furnish PAN (compulsorily linked with Aadhaar), contact details, bank account details and specimen signature to RTA in writing in Form ISR-1 along with the supporting documents to Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent ("RTA") 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 or by email to rnt.helpdesk@linkintime.co.in from their registered email id. 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.

Further, it is mandated that the RTA shall not process any service request or complaint of shareholders till PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 1, 2023, the folios shall be frozen by the RTA. If the folios continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA/Company to administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
21. 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.
22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 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 and on the website of the Company's RTA, Link Intime India Pvt. Ltd at www.linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC compliant.

23. 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 <http://www.primefocus.com/investor-center#Results Reports> under tab 2021-22. 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.
24. 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.
25. 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.
26. 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 for details of unclaimed shares transferred to IEPF please refer company's website viz 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 and Circular no. 10/2022 dated December 28, 2022. 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 and Circular No. 10/2022 dated December 28, 2022 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. 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 and 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.
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 and Circular no. 10/2022 dated December 28, 2022.

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 after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, to conduct their AGMs on or before September 30, 2023, 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 and MCA Circular no. 10/2022 dated December 28, 2022.

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

- (i) The voting period begins at **09:00 a.m. (IST) on Monday, September 25, 2023 and ends at 05:00 p.m. (IST) on Thursday, September 28, 2023.** 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. Friday, September 22, 2023 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 CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43 or at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (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 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.

- 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.
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. 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. 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 casted 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.

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 / 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.
4. 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 or contact at toll free no 1800225533.
5. 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 Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no 1800225533.

OTHER INSTRUCTIONS:

1. The period for e-voting starts on **Monday, September 25, 2023 at 9:00 a.m. (IST) and ends on Thursday, September 28, 2023 at 5:00 p.m. (IST)**. E-voting shall be disabled by CDSL at 5:00 p.m. (IST) on **Thursday, September 28, 2023** 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 Friday, September 22, 2023 (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 e-voting module

shall be disabled by CDSL for voting. 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.
5. 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 and on the website of the CDSL i.e. 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.
6. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e Friday, September 29, 2023.
7. 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: September 01, 2023

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 14 accompanying the Notice.

Item No. 3:

M/s Deloitte Haskins & Sells Chartered Accountants LLP (Firm Registration No. 117364W/W100739) ("DHS"), were appointed as the Statutory Auditors of the Company, pursuant to the provisions of the Companies Act, 1956, (i.e. prior to the commencement of the new Act), at the Annual General Meeting of the Company held on September 30, 2013, for the financial year 2013-14. Further, their re-appointment as Statutory Auditors of the Company was made at the Annual General Meeting of the Company held on December 24, 2014, for a period of 5 (five) years, to hold office from the conclusion of that Annual General Meeting till the conclusion of the Annual General Meeting held for the financial year 2018-19.

Pursuant to the Sub-Section (2) of Section 139 of the Companies Act, 2013 and to fulfill the requirement of rotation, DHS were re-appointed for a further period of 4 (four) years. Therefore, DHS were re-appointed as Statutory Auditors of the Company at the Annual General Meeting of the Company held on September 30, 2019 for the period of 4 (four) years to hold office from the conclusion of Annual General Meeting held for the Financial Year 2018-19 till the conclusion of the Annual General Meeting to be held for the financial year 2022-23. The term of DHS is expiring at the ensuing 26th Annual General Meeting of the Company.

Pursuant to Sub-Section (2) of Section 139 of the Act, no listed company shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years.

In compliance with the above-mentioned provisions, the Board, pursuant to recommendation of Audit Committee, at its meeting held on September 01, 2023 approved the appointment of M/s. M S K A & Associates, Chartered Accountants (Firm Reg No. 105047W), as Statutory Auditors of the Company for a term of 5 (five) consecutive years, from the conclusion of this 26th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company to be held for the Financial Year 2027-28, subject to approval of the members of the Company and the Board thus hereby propose to the members to approve the abovementioned appointment as set out in the resolution at Item No. 3.

The Company has received consent letter and eligibility certificate from M/s. M S K A & Associates, Chartered Accountants (Firm Reg No. 105047W) to act as Statutory Auditors of the Company along with the confirmation that, their appointment, if made, would be within the limits prescribed under the relevant provisions of the Act. Further, as required under Regulation 33 of the Listing Regulations, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the Directors and Key Managerial Personnel (KMPs) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

Appointment of Statutory Auditors of the Company requires approval of the members of the Company by means of an Ordinary Resolution. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Disclosures as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars of information required	Particulars of information provided
Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	₹ 28,00,000/- p.a as audit fees for FY 2023-24 to M/s. M S K A & Associates Chartered Accountants, plus applicable taxes, travelling and other out-of-pocket expenses incurred in connection with the Statutory audit on actual basis. The remuneration of statutory auditors for subsequent years during their term would be determined by the Audit Committee and the Board of Directors, mutually with the statutory auditors. There is no material change in the fees payable to M/s. M S K A & Associates Chartered Accountants as compared to the outgoing auditors.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	M/s. M S K A & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the PCAOB (US Public Company Accountancy Oversight Board) and has presence in 11 cities across India, M/s. M S K A & Associates is a member firm of BDO International and offers a range of Assurance services, led by industry experts with deep knowledge pockets. The Audit Committee and the Board of Directors considered various parameters, the rich experience and expertise, capability to serve the landscape as that of the Company, market standing of the firm, clientele served, technical knowledge etc. and found M/s. M S K A & Associates, Chartered Accountants to be best suited to handle the audit of the financial statements of the Company.

Item No. 4:

Prime Focus Limited (PFL) was incorporated in the year 1997 and engaged in the provision of Line Production, Visual Effects (VFX), Bollywood Business Segment that includes (video and audio post-production services, digital intermediate, colour grading, technical and creative services to studios, broadcasting, advertising services, camera rentals, equipment rental), shooting premises rental to the Bollywood industry and related services to the players in the Media and Entertainment industry.

To deliver the above services, in last couple of years PFL had procured/created office premises for operations and built infrastructure to fulfill the service delivery which were capitalized in the books of PFL. But gradually over the last few years, management and members of the business have taken few strategic decisions so as to rationalize the operating structure and transferred few business segments to its subsidiary like:

1. Transfer of Visual Effects (VFX) business to DNEG Creative Services Limited as a slump sale on a going concern basis effective from October 07, 2019.
2. Transfer of other Bollywood business to DNEG India Media Services Limited as a slump sale on a going concern basis effective from March 31, 2022

As a result of the above business transfers, PFL was not able to utilise its current available infrastructure and premises optimally.

In view of the above, PFL has started earning a majority of income from leasing of premises, studio, alongwith existing infrastructure, equipment and provide other facilities/ services in connection with the same with effect from April 1, 2022 onwards.

Given the above, to capture the revised business objectives, it is proposed to consider the above business as core business operations of the Company and thus move the said object from ancillary object to main object clause of Memorandum of Association (MoA) of the Company.

Further, the MoA was framed under the form prescribed under the Companies Act, 1956 and contain references to specific sections of Companies Act, 1956. Pursuant to the applicability of the Companies Act, 2013, it was necessary to align the provisions of the MoA to the prescribed provisions of the Companies Act, 2013.

In view of the said requirements, the existing Objects Clause is proposed to be amended as follows:

1. Sub clause 5 of Clause III (B) (Objects incidental or ancillary to the attainment of main objects) of the existing MoA be shifted to Clause III (A) (Main objects of the Company to be pursued by the Company on its Incorporation) which states as follows:

"To sell, improve, manage, develop, exchange, rent, mortgage, enfranchise, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or abandon, dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for the consideration as may be thought fit in the interest of the Company and in particular for stocks, shares whether fully or partly paid up or securities of any other company."

2. Clause III (B) (Objects incidental or ancillary to the attainment of main objects) and Clause III (C) (Other Objects) of the existing MoA be merged and substituted with Clause III (B) and the same be renamed as "Matters which are necessary for furtherance of the objects specified in clause III (A)"

The Board of Directors ("**The Board**") at its meeting held on May 30, 2023 approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the members of the Company. The Board hereby propose the members to alter the Objects Clause of the MoA of the Company as set out in the resolution at Item No. 4. The aforesaid alteration, if approved by the members shall be registered with the Registrar of Companies, Mumbai, Maharashtra ("**ROC**") as per the provisions of the Act with such modifications as may be advised by the ROC.

None of the Directors and Key Managerial Personnel (KMPs) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

Any alteration of the MoA of the Company, requires approval of the members of the Company by means of a Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. Therefore,

the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

The Group continuously keeps exploring opportunities to repay/ settle the borrowings/loans availed by the Company or its subsidiaries from time to time and reduce the debts. In this regard, it is proposed to sell/ transfer/assign/dispose off certain assets (in one of more tranches) of PF World Limited, a material subsidiary of the Company, in which the Company holds 100% shareholding, to the lenders / buyers / third-parties, through various modes, including by way of slump sale, asset sale or through other contractual arrangements, on such terms and conditions as the Board of the Company and board of directors of PF World Limited may deem fit, in one of more financial years.

The Board believes that the aforesaid transfer of assets by PF World Limited will present a way to settle/reduce the loan/borrowings availed by PF World Limited and is in the best interest of the Company and PF World Limited.

In terms of Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the Members by way of a special resolution.

In view of inter alia the aforesaid regulatory requirement and provisions of the Companies Act, 2013, approval of the Members is sought for the resolution proposed at item no. 5 of the said notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 to 14

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 an 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 again 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 2024-25.

The Company now proposes to enter into related party transactions as provided in resolutions at Item Nos. 6 to 14, during FY 2023-24 and FY 2024-25, at the agreed terms of the transactions. Accordingly, the approval of the shareholders be sought for the resolutions contained at Item Nos. 6 to 14 of the accompanying Notice.

Item no. 6

Details of proposed RPTs between the Company and DNEG India Media Services Limited 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 DNEG India Media Services Limited
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
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company
c	Type of the proposed transaction	<ul style="list-style-type: none"> 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 that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 770 crores and ₹ 1,600 crores for the Financial Year 2023-24 and 2024-25 respectively.
g	<p>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)</p> <p>*The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2022-23.</p>	<ul style="list-style-type: none"> a. 16.64% and 34.57% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 75.70% and 157.29%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2023-24 and 2024-25 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
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	
	- Nature of indebtedness	Not Applicable
	- Cost of funds	Not Applicable
	- Tenure	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"> • Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. • Interest Rate: Rate of Interest would be cost of funds + spread. • Unsecured Borrowings.
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	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.

Sr No.	Description	Details of proposed RPTs between the Company and DNEG India Media Services Limited
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
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. Samu Devarajan, Directors of the Company, are also Directors on the Board of DNEG India Media Services 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. 7

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	Prime Focus World N.V.	Double Negative Montreal Productions Ltd.	Double Negative Limited	Prime Focus International Services UK Limited	Double Negative Toronto 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	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 that the Company operates in.				
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 1,500 crores and ₹ 1,500 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 800 crores and ₹ 1,900 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 2,400 crores and ₹ 2,400 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 550 crores and ₹ 550 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 550 crores and ₹ 550 crores for the Financial Year 2023-24 and 2024-25 respectively.

Sr No.	Description	Details of proposed RPTs between DNEG India Media Services Limited and certain Identified Related Parties of the Company				
g	<p>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)</p> <p>*The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2022-23.</p>	<p>a. 32.41% and 32.41% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 147.46% and 147.46%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. *Annual turnover of Prime Focus World N.V. is Nil.</p>	<p>a. 17.29% and 41.05% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 78.64% and 186.78%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 30.35% and 72.09%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 51.86% and 51.86% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 235.93% and 235.93%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 277.05% and 277.05%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 11.88% and 11.88% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 54.07% and 54.07%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 3611.29% and 3611.29%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 11.88% and 11.88% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 54.07% and 54.07%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 374.43% and 374.43%* of annual turnover of Double Negative Toronto Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p>
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"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 				
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	None of the Directors or KMP of DNEG India Media Services Limited is a Director or KMP of Prime Focus World N.V	Mr. Vikas Rathee, Director & KMP of DNEG India Media Services Limited is also a Director & KMP of Double Negative Montreal Productions Ltd.	Mr. Vikas Rathee, Director & KMP of DNEG India Media Services Limited, is also a Director on the Board of Double Negative Limited	Mr. Vikas Rathee, Director & KMP of DNEG India Media Services Limited is a Director or KMP of Prime Focus International Services UK Limited	Mr. Vikas Rathee, Director & KMP of DNEG India Media Services Limited is a Director of Double Negative Toronto 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. 8

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	Double Negative Limited	Double Negative Canada Productions Ltd.	Prime Focus International Services UK Limited	DNEG North America, Inc.	Prime Focus World N.V.	Double Negative Toronto 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	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 that the Company operates in.					
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 4,100 crores and ₹ 6,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 600 crores and ₹ 1,500 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 750 crores and ₹ 1,250 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 750 crores and ₹ 1,500 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 2,200 crores and ₹ 4,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,150 crores and ₹ 1,600 crores for the Financial Year 2023-24 and 2024-25 respectively.

Sr No.	Description	Details of proposed RPTs between Double Negative Montreal Productions Ltd. and certain Identified Related Parties of the Company					
g	<p>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)</p> <p>*The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2022-23.</p>	<p>a. 88.59% and 129.64% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 155.57% and 227.66%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 473.29% and 692.62%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 12.96% and 32.41% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 22.77% and 56.91%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 104.65% and 261.63%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 16.21% and 27.01% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 28.46% and 47.43%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 4924.49% and 8207.49%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 16.21% and 32.41% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 28.46% and 56.91%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 458.46% and 916.93%* of annual turnover of DNEG North America, Inc. for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 47.54% and 86.43% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 83.48% and 151.77%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. *Annual turnover of Prime Focus World N.V. is Nil.</p>	<p>a. 24.85% and 34.57% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 43.63% and 60.71%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 782.90% and 1089.25%* of annual turnover of Double Negative Toronto Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p>
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	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	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	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"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 					
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	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.					

Sr No.	Description	Details of proposed RPTs between Double Negative Montreal Productions Ltd. and certain Identified Related Parties 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	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 Double Negative Limited.	Mr. Vikas Rathee, Mr. Chris Pflug & Mr. Rohan Desai, Director or KMP of Double Negative Montreal Productions Ltd. are also Director or KMP in Double Negative Canada Productions Ltd..	Mr. Vikas Rathee, KMP of Double Negative Montreal Productions Ltd. is also director in Prime Focus International Services UK Limited.	Mr. Vikas Rathee, Mr. Chris Pflug, Director or KMP of Double Negative Montreal Productions Ltd. are also Director or KMP in DNEG North America, Inc..	None of the Directors or KMP of Double Negative Montreal Productions Ltd. is a Director or KMP of Prime Focus World N.V.	Mr. Vikas Rathee, Mr. Rohan Desai and Mr. Chris Pflug, Directors and KMP of Double Negative Montreal Productions Ltd. are also Directors in Double Negative Toronto 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.					

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	Double Negative Films Limited	Incamera Limited	DNEG Australia Pty Ltd.
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Subsidiary of the Company	Associate 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 that the Company operates in.		
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 550 crores and ₹ 550 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,100 crores and ₹ 1,100 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,300 crores and ₹ 1,300 crores for the Financial Year 2023-24 and 2024-25 respectively.

Sr No.	Description	Details of proposed RPTs between Double Negative Montreal 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 2022-23.	a. 11.88% and 11.88% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 20.87% and 20.87%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively. c. 3368.03% and 3368.03%* of annual turnover of Double Negative Films Limited for the Financial Year 2023-24 and 2024-25 respectively.	a. 23.77% and 23.77% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 41.74% and 41.74%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively. c. 886.95% and 886.95%* of annual turnover of Incamera Limited for the Financial Year 2023-24 and 2024-25 respectively.	a. 28.09% and 28.09% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 49.33% and 49.33%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively. c. 8207.07% and 8207.07%* of annual turnover of DNEG Australia Pty Ltd. for the Financial Year 2023-24 and 2024-25 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">• Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies.• Interest Rate: Rate of Interest would be cost of funds + spread.• Unsecured Borrowings.			
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, KMP of Double Negative Montreal Productions Ltd. is also Director in Double Negative Films Limited.	None of the Directors or KMP of Double Negative Montreal Productions Ltd. is a Director or KMP of Incamera Limited.	None of the Directors or KMP of Double Negative Montreal Productions Ltd. 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. 9

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	Double Negative Canada Productions Ltd.	Prime Focus World N.V.	Double Negative Films Limited	Double Negative Toronto Productions Ltd.	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	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 that the Company operates in.					
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 800 crores and ₹ 2,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 4,100 crores and ₹ 5,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 2,000 crores and ₹ 4,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,100 crores and ₹ 1,300 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2023-24 and 2024-25 respectively.

Sr No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company					
g	<p>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)</p> <p>*The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2022-23.</p>	<p>a. 17.29% and 43.21% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 92.35% and 230.87%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 139.54% and 348.84%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 88.59% and 108.04% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 473.29% and 577.19%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. *Annual turnover of Prime Focus World N.V. is Nil.</p>	<p>a. 43.21% and 86.43% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 230.87% and 461.75%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 12247.40% and 24494.79%* of annual turnover of Double Negative Films Limited for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 23.77% and 28.09% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 126.98% and 150.07%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 748.86% and 885.02%* of annual turnover of Double Negative Toronto Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 21.61% and 21.61% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 115.44% and 115.44%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 611.28% and 611.28%* of annual turnover of DNEG North America, Inc. for the Financial Year 2023-24 and 2024-25 respectively.</p>	<p>a. 21.61% and 21.61% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>b. 115.44% and 115.44%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively.</p> <p>c. 6565.99% and 6565.99%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2023-24 and 2024-25 respectively.</p>
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	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	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	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"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 					
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	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.					

Sr No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company					
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	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 Limited is also Director in Double Negative Canada Productions Ltd..	Mr. Namit Malhotra, Director of Double Negative Limited is also Director in Prime Focus World N.V	Mr. Vikas Rathee, Director of Double Negative Limited is also Director in Double Negative Films Limited.	Mr. Vikas Rathee, Director of Double Negative Limited is also Director in Double Negative Toronto Productions Ltd.	Mr. Namit Malhotra and Mr. Vikas Rathee, Directors of Double Negative Limited are also Directors and KMP 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	DNEG PLC	Double Negative Holdings Limited	Incamera 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	Associate 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 that the Company operates in.			
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,500 crores and ₹ 1,500 crores for the Financial Year 2023-24 and 2024-25 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 2022-23.	a. 21.61% and 21.61% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 115.44% and 115.44%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively. c. *Annual turnover of DNEG PLC is Nil.	a. 21.61% and 21.61% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 115.44% and 115.44%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively. c. *Annual turnover of Double Negative Holdings Limited is Nil.	a. 21.61% and 21.61% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 115.44% and 115.44%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively. c. 806.32% and 806.32%* of annual turnover of Incamera Limited for the Financial Year 2023-24 and 2024-25 respectively.	a. 32.41% and 32.41% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 173.16% and 173.16%* of annual turnover of Double Negative Limited for the Financial Year 2023-24 and 2024-25 respectively. c. 9469.70% and 9469.70%* of annual turnover of DNEG Australia Pty Ltd. for the Financial Year 2023-24 and 2024-25 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
	- 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"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 			
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 and Mr. Namit Malhotra, Directors of Double Negative Limited are also Directors of DNEG PLC.	Mr. Vikas Rathee and Mr. Namit Malhotra, Directors of Double Negative Limited are also Directors of Double Negative Holdings Limited.	None of the Director or KMP of Double Negative Limited is a Director or KMP of Incamera Limited.	None of the Director or KMP of Double Negative 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. 10

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	Prime Focus World N.V.	Prime Focus International Services UK Limited	Double Negative Toronto 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	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 that the Company operates in.			
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,500 crores and ₹ 1,500 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,500 crores and ₹ 1,500 crores for the Financial Year 2023-24 and 2024-25 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 2022-23.	a. 10.80% and 10.80% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 87.21% and 87.21%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively. c. 49.15% and 49.15%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2023-24 and 2024-25 respectively.	a. 32.41% and 32.41% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 261.63% and 261.63%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively. c. *Annual turnover of Prime Focus World N.V. is Nil.	a. 16.21% and 16.21% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 130.81% and 130.81%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively. c. 4924.49% and 4924.49%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2023-24 and 2024-25 respectively.	a. 32.41% and 32.41% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 261.63% and 261.63%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2023-24 and 2024-25 respectively. c. 1021.17% and 1021.17%* of annual turnover of Double Negative Toronto Productions Ltd. for the Financial Year 2023-24 and 2024-25 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
	- 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"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 			
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

Sr No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company			
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 Director and KMP of DNEG India Media Services Limited	None of the Director or KMP of Double Negative Canada Productions Ltd. is a Director or KMP of Prime Focus World N.V.	Mr. Vikas Rathee, Director of Double Negative Canada Productions Ltd. is also Director of Prime Focus International Services UK Limited	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.
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 Prime Focus World N.V. 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 Prime Focus World N.V. 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	DNEG PLC	Incamera Limited	Double Negative Toronto 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	Subsidiary of the Company	Associate 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 that the Company operates in.					
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 2,400 crores and ₹ 2,000 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 2,150 crores and ₹ 2,150 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 3,550 crores and ₹ 3,550 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 700 crores and ₹ 700 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 550 crores and ₹ 550 crores for the Financial Year 2023-24 and 2024-25 respectively.	Shall not exceed ₹ 1,050 crores and ₹ 1,050 crores for the Financial Year 2023-24 and 2024-25 respectively.

Sr No.	Description	Details of proposed RPTs between Prime Focus World N.V. 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 2022-23.	a. 51.86% and 43.21% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. *Annual turnover of Prime Focus World N.V. is Nil. c. 1467.08% and 1222.57%* of annual turnover of DNEG North America, Inc. for the Financial Year 2023-24 and 2024-25 respectively.	a. 46.46% and 46.46% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. *Annual turnover of Prime Focus World N.V. is Nil. c. 14116.87% and 14116.87%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2023-24 and 2024-25 respectively.	a. 76.71% and 76.71% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. *Annual turnover of Prime Focus World N.V. is Nil. c. 21739.13% and 21739.13%* of annual turnover of Double Negative Films Limited for the Financial Year 2023-24 and 2024-25 respectively.	a. 15.12% and 15.12% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. *Annual turnover of Prime Focus World N.V. is Nil. c. *Annual turnover of DNEG PLC is Nil.	a. 11.88% and 11.88% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. *Annual turnover of Prime Focus World N.V. is Nil. c. 443.48% and 443.48%* of annual turnover of Incamera Limited for the Financial Year 2023-24 and 2024-25 respectively.	a. 22.69% and 22.69% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. *Annual turnover of Prime Focus World N.V. is Nil. c. 714.82% and 714.82%* of annual turnover of Double Negative Toronto Productions Ltd. for the Financial Year 2023-24 and 2024-25 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	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	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	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"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 					
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	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	Not Applicable

Sr No.	Description	Details of proposed RPTs between Prime Focus World N.V. and certain Identified Related Parties of the Company					
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 Prime Focus World N.V. is also Director in DNEG North America, Inc.	None of the Director or KMP of Prime Focus World N.V. is a Director or KMP of Prime Focus International Services UK Limited	None of the Director or KMP of Prime Focus World N.V. is a Director or KMP of Double Negative Films Limited	Mr. Namit Malhotra, Director of Prime Focus World N.V. is also Director and KMP of DNEG PLC.	None of the Director or KMP of Prime Focus World N.V. is a Director or KMP of Incamera Limited	None of the Director or KMP of Prime Focus World N.V. is a Director or KMP of Double Negative Toronto 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.					

Sr No.	Description	Details of proposed RPTs between Prime Focus World N.V. 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 Australia Pty Ltd
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	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 that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 1,150 crores and ₹ 1,150 crores for the Financial Year 2023-24 and 2024-25 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 2022-23.	a. 24.85% and 24.85% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. *Annual turnover of Prime Focus World N.V. is Nil. c. 7260.10% and 7260.10%* of annual turnover of DNEG Australia Pty Ltd. for the Financial Year 2023-24 and 2024-25 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
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	
	- Nature of indebtedness	Not Applicable
	- Cost of funds	Not Applicable
	- Tenure	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">Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies.Interest Rate: Rate of Interest would be cost of funds + spread.Unsecured Borrowings.
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement

Sr No.	Description	Details of proposed RPTs between Prime Focus World N.V. 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
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	None of the Director or KMP of Prime Focus World N.V. is also 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. 12

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.	Prime Focus International Services UK 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
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 that the Company operates in.		
e	Tenure of the proposed transaction	Financial Year 2024-25	Financial Year 2024-25	Financial Year 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores for the Financial Year 2024-25.	Shall not exceed ₹ 700 crores for the Financial Year 2024-25.	Shall not exceed ₹ 500 crores for the Financial Year 2024-25.

Sr No.	Description	Details of proposed RPTs between DNEG North America, Inc. 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 2022-23.	a. 10.80% of the annual consolidated turnover of the Company for the Financial Year 2024-25. b. 305.64%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25. c. 463.43%* of annual turnover of Prime Focus Technologies, Inc. for the Financial Year 2024-25.	a. 15.12% of the annual consolidated turnover of the Company for the Financial Year 2024-25. b. 427.90%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25. c. 4596.19%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2024-25.	a. 10.80% of the annual consolidated turnover of the Company for the Financial Year 2024-25. b. 305.64%* of annual turnover of DNEG North America, Inc. for the Financial Year 2024-25. c. 3156.57%* of annual turnover of DNEG Australia Pty Ltd for the Financial Year 2024-25.
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"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 		
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	None of the Director or KMP of DNEG North America, Inc. is a Director or KMP of Prime Focus Technologies, Inc.	Mr. Vikas Rathee, Director of DNEG North America, Inc. is also Director of Prime Focus International Services UK Limited.	None of the Director or KMP of DNEG North America, Inc. is a Director or KMP of DNEG Australia Pty 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. 13

Details of proposed RPTs between Double Negative Films Limited and DNEG PLC 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 Films Limited and DNEG PLC
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 PLC
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	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 that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2023-24 and 2024-25 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 2022-23.	a. 21.61% and 21.61% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. 61.23.70% and 61.23.70%* of annual turnover of Double Negative Films Limited for the Financial Year 2023-24 and 2024-25 respectively. c. *Annual turnover of DNEG PLC is Nil.
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
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	
	- Nature of indebtedness	Not Applicable
	- Cost of funds	Not Applicable
	- Tenure	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"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings.
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	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
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 Films Limited is also Director of DNEG PLC.
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. 14

Details of proposed RPTs between Double Negative Holdings Limited and Incamera Limited 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 Holdings Limited and Incamera Limited
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a	Name of the Related Party	Incamera Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)]	Associate of the Company
c	Type of the proposed transaction	<ul style="list-style-type: none"> 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 that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25
f	Value of the proposed transaction	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2023-24 and 2024-25 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 2022-23.	<ul style="list-style-type: none"> a. 10.80% and 10.80% of the annual consolidated turnover of the Company for the Financial Year 2023-24 and 2024-25 respectively. b. *Annual turnover of Double Negative Holdings Limited is Nil. c. 403.16% and 403.16%* of annual turnover of Incamera Limited for the Financial Year 2023-24 and 2024-25 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
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	
	- Nature of indebtedness	Not Applicable
	- Cost of funds	Not Applicable
	- Tenure	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"> • Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. • Interest Rate: Rate of Interest would be cost of funds + spread. • Unsecured Borrowings.
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	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
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	None of the Director or KMP of Double Negative Holdings Limited is a Director or KMP of Incamera 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.

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. Namit Naresh Malhotra
DIN	00004049
First date of appointment as Director	Since incorporation of the Company (i.e. June 24, 1997)
Date of Birth	April 02, 1976
Age (in yrs)	47
Qualifications	B.com
Nationality	Indian
Brief resume, Experience and Expertise in Specific Functional Areas.	As the founder of Prime Focus, Namit has been responsible for the strategy, growth and success of Prime Focus from its modest beginnings in Mumbai in 1997 to its current position as the world's largest independent and integrated media services powerhouse. Namit's perpetual optimism and entrepreneurial spirit is written throughout the Prime Focus identity. Actively seeking out projects that will expand the strengths of the company, and challenge its team to push themselves to the next level, Namit is devoted to nurturing talent and ambition, and to delivering his clients world-class creative and technical services, and intelligent financial solutions. Namit is the poster boy of Indian entrepreneurship in Hollywood. He is also the Chairman and CEO of DNEG PLC (formerly known as DNEG Limited), in the United Kingdom, Subsidiary of the Company.
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. *Prime Focus Technologies Limited ii. *Prime Focus Motion Pictures Limited *Subsidiary of Prime Focus 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)	Nil
Remuneration last drawn by such person	Nil
Remuneration sought to be paid	Nil
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company	Mr. Namit 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. Namit Naresh Malhotra.
No. of shares held in the company as on the date of notice	Shares held in the Company: 1,49,00,000 Equity Shares of Re. 1/- each Share held as Beneficial Owner: 13,59,72,232 Equity Shares of Re. 1/- each
The number of Meetings of the Board attended during the Financial Year 2022-23 (till the date of this notice)	4
Name of the Listed entities from which director has resigned in the past 3 (three) year.	None
Performance evaluation done or not.	Yes

By Order of the Board of Directors

Parina Shah
Company Secretary
ACS 18061

Place: Mumbai

Date: September 01, 2023

Registered Office:

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