



PRIME FOCUS LIMITED

CIN: L92100MH1997PLC108981

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

Tel: +91 22 2648 4900

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

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting ("EOGM") of the Members of Prime Focus Limited, will be held on Saturday, July 26, 2025 at 11.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS

1. Issue of Equity Shares on Preferential Basis for cash as well as for consideration other than cash (swap of securities).

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("**SEBI LODR**") and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the "**Stock Exchanges**") on which the Equity Shares of the Company are listed and in accordance with the provisions of the Foreign Exchange Management Act, 1999 as amended from time to time and the rules, direction, circulars, notifications, regulations and guidelines issued thereunder ("**FEMA**") and in accordance with any other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, the Reserve Bank of India ("**RBI**") under FEMA, the Securities and Exchange Board of India ("**SEBI**") and/or any other competent authorities, institutions or bodies (hereinafter collectively referred to as the "**Regulatory Authorities**"), and subject to such conditions

as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "**Requisite Approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "**Board**" which term shall include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board for preferential issue of an amount upto INR 55,52,03,33,280/- (Indian Rupees Five Thousand Five Hundred Fifty Two Crore Three Lakhs Thirty Three Thousand Two Hundred Eighty only (consisting of cash as well as consideration other than cash by way of swap of securities), and accordingly create, issue, offer and allot by way of preferential issue, from time to time, in one or more tranches, upto 46,26,69,444 (Forty-six Crore Twenty-six Lakhs Sixty-nine Thousand Four Hundred Forty-four shares only) fully paid up equity shares of face value of INR 1/- each ("**Equity Shares**") at an issue price of INR 120/- (including premium of INR 119/-) per Equity Share of the Company ("**Subscription Shares**") which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations ("**Floor Price**") as on the Relevant Date (i.e., June 26, 2025, being the date 30 days prior to the date of Extra-Ordinary General Meeting scheduled to be held on July 26, 2025) determined in accordance with applicable law and the valuation report obtained as per the provisions of the Act, the SEBI ICDR Regulations and as required under FEMA, for cash consideration as well as for consideration other than cash (i.e. acquisition of 31.05% of the equity share capital ("**Purchase Shares**") of DNEG S.a.r.l, Luxembourg ("**DNEG**"), a material step-down subsidiary of the Company, on fully diluted basis through issuance of Equity Shares of the Company) to the "Proposed Allottees" (as mentioned below) ("**Proposed Transaction**") on such terms and conditions and in such manner as the Board may think fit in its absolute discretion. The details of Proposed Allottees and the number of Subscription Shares proposed to be allotted to each of them is set forth in the table below:

Sr No.	Name of Proposed Allotees	Cash / Other than Cash	No. of shares	Category
1.	Novator Capital Limited	Cash	1,43,18,750	Public
2.	Chartered Finance & Leasing Limited	Cash	53,33,334	Public
3.	Cohesion MK Best Ideas Sub-Trust	Cash	50,00,000	Public
4.	Heya Ajay Shah	Cash	5,00,000	Public
5.	Singularity Equity Fund I	Cash	20,83,333	Public
6.	Axana Estates LLP	Cash	20,83,333	Public
7.	RivKaran Singh Chadha	Cash	5,41,667	Public
8.	Jasmeet Kaur Chadha	Cash	13,33,333	Public
9.	Ranbir Kapoor	Cash	12,50,000	Public
10.	Bimal Parekh	Cash	1,00,000	Public
11.	Novator Capital Limited	Other than Cash	9,69,65,685	Public
12.	Bresino Projects Ltd	Other than Cash	3,45,22,262	Public
13.	Prabhu Narasimhan	Other than Cash	1,16,51,767	Public
14.	Belongerio Limited	Other than Cash	1,00,00,000	Public
15.	Granelo Ventures Limited	Other than Cash	75,00,000	Public
16.	Hulino Projects Limited	Other than Cash	75,00,000	Public
17.	A2R Holdings	Other than Cash	26,19,85,980	Promoter Group
		Total	46,26,69,444	

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the Floor Price for the Subscription Shares proposed to be allotted to the above mentioned Proposed Allotees is **June 26, 2025** (i.e. being the date, which is 30 days prior to the date of this Extra-Ordinary General Meeting of the Company which is scheduled on **July 26, 2025**).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Subscription Shares proposed to be issued and allotted to the Proposed Allotees on preferential basis shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity

Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- The Proposed Allotees who are being issued Subscription Shares for cash as provided in above table at serial number (1) to (10), shall be required to bring in the entire consideration for the Subscription Shares to be allotted to such Proposed Allottee, on or before the date of allotment thereof. The said cash consideration for allotment of proportionate number of Subscription Shares shall be paid to the Company from the Bank accounts of the respective Proposed Allotees, as applicable.

- f. The Subscription Shares to be issued and allotted to Proposed Allottee for consideration other than cash as provided in above table at serial number (11) to (17), is towards discharge of consideration payable by the Company for the acquisition of the Purchase Shares held by such Proposed Allottees, which will constitute the full consideration for the Subscription Shares to be allotted by the Company to such Proposed Allottees.
- g. The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Subscription Share, as it may, in its sole and absolute discretion deem fit within the scope after the approval of Members and expedient and to make an offer to the Proposed Allottees through private placement offer letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the Subscription Shares pursuant to this preferential issue for cash shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (iii) filing of requisite documents with the depositories, (iv) to resolve and settle any questions and difficulties that may arise in the preferential allotment, (v) issue and allotment of the Subscription Shares and listing thereof with the Stock Exchanges, apply to Stock Exchanges for obtaining the in-principle approval in accordance with the SEBI ICDR Regulations and other applicable laws, listing approval of the Subscription Shares, trading approval of the Subscription Shares, and other activities as may be necessary for obtaining listing and trading approvals from the Stock Exchanges, and (vi) to take all other steps which may be incidental, consequential, relevant or ancillary in relation

to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT any Member of the Board and/or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution."

2. **Approval of Special Rights proposed to be granted and Alteration of Articles of Association by inserting Part IV in the existing Articles of Association.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time (in each case, including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, subject to the closing occurring under the Investment Agreement dated **July 3, 2025** entered into by the Company with Novator Capital Limited and DNEG S.a.r.l, a material step-down subsidiary of the Company (as may be amended from time to time) ("**Investment Agreement**") as per the terms therein, the approval of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder) to give effect to minority protection rights proposed to be granted to Novator Capital Limited under the Investment Agreement in accordance with the terms thereof and as detailed in the Explanatory Statement to this resolution, which may qualify as special rights under Regulation 31B of the SEBI LODR, and would be effective from the Closing Date as defined under the Investment Agreement.

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the

Companies Act, 2013 ("Act") and rules and regulations enacted under the Act, (including any statutory modification or amendment or re-enactment thereof for the time being in force) and subject to the consents, approvals, permissions and sanctions as may be necessary under any law or agreement, the consent of the members of the Company be and is hereby accorded to insert Part IV in the existing Articles of Association of the Company, a draft of which is available for inspection through electronic mode, in relation to special rights being given to Novator Capital Limited as per the Investment Agreement which would be effective from the Closing Date as defined under the Investment Agreement.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle any questions, doubt or difficulty that may arise in this regard, to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this Resolution and to delegate all or any of the powers herein conferred to any Committee of Directors or the Chairman or any Director or any other officer of the Company."

3. **Approval for material related party transaction(s) between PF World Limited, a subsidiary of the Company and A2R Holdings, an entity forming part of the promoter group 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 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 PF World Limited ("**PFW**"), a subsidiary of the Company and A2R Holdings ("**A2R**"), an entity forming part of the promoter group of the Company, to enter into material related party transactions with each other (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), in relation to sale of shares of DNEG S.à.r.l., a material step down subsidiary of the Company, held by A2R to PFW on such material terms and conditions as detailed in the explanatory statement to this resolution.

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."

4. **Approval for enhancing of limits for investments, extending loans and giving guarantee or providing security under Section 186 of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which terms shall be deemed to include person(s) authorised and/or committee of Directors) for giving any loan to any person or other body corporate, giving any guarantee or providing security in connection with a loan to any other body corporate or persons and / or acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company from time to time in one or more tranches as the Board may deems fit in excess of the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may think fit, provided that the amount of such total loans or investments made, guarantees given and securities provided shall not at any time exceed INR 5,000 crore over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

By Order of the Board of Directors

Parina Shah
Company Secretary
ACS 18061

Place: Mumbai
Date: July 3, 2025

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

NOTES:

1. In accordance with the provisions of the Act, read with the Rules made thereunder the Ministry of Corporate Affairs ("MCA") has vide General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020 read with other subsequent circulars issued in this regard; the latest circular being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued in this regard, (collectively referred to as "SEBI Circular") permitted the holding of the Extra-Ordinary General Meeting ("EOGM") through video conferencing/other audio visual means ("VC / OAVM") till September 30, 2025 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 EOGM of the Company is being held through VC / OAVM. The deemed venue for the EOGM shall be the Registered Office of the Company.
2. 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 EOGM 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 EOGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. 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 EOGM. 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 EOGM will be provided by CDSL.

4. Members desirous of getting any information in relation to the Notice of EOGM 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.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EOGM 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 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>.
6. 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 MUFG Intime India Private Limited (formerly 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.
7. 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.

8. Non-Resident Indian members are requested to immediately notify the Registrar and Share Transfer Agents i.e. MUFG Intime India Private Limited (formerly 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.
9. 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.
10. 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. **Saturday, July 19, 2025**.
11. 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 EOGM 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 csmechulraval@gmail.com by email and copy marked to the Company at ir.india@primefocus.com.
12. Pursuant to aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. 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 EOGM through VC/OAVM and cast their votes through e-voting.
13. The attendance of the Members attending the EOGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The Members can join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.
15. 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 EOGM but have queries may send their queries 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 EOGM.
16. 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) or at the website: swayam.in.mpms.mufig.com in case the shares are held in electronic mode. Whereas, in case of shares held in physical mode, they can register their details (i.e. address, email address, telephone / mobile numbers, etc.) by submitting Form ISR-1 to the RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), at C-101, Embassy 247, LBS. Marg, Vikhroli (West), Mumbai – 400 083, Contact No: 91- 22-49186174/(0)810 811 6767, Fax No: 91-22-49186060.
17. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.
18. In case of joint holders attending the EOGM, 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 EOGM.

Instructions for e-voting and joining the EOGM 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") and the MCA Circulars. The forthcoming Extra-Ordinary General Meeting ("EOGM") will thus be held through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, Members can attend and participate in the ensuing EOGM 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 the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. 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 EOGM will be provided by CDSL.

3. The Members can join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. 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 EOGM 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 EOGM 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 EOGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. www.evotingindia.com.
7. The EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars.

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) The voting period begins at **09:00 a.m. (IST) on Tuesday, July 22, 2025** and ends at **05:00 p.m. (IST) on Friday, July 25, 2025**. 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. **Saturday, July 19, 2025** 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.
- (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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 Depository	<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 Tab. 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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 held 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	---

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or at toll free no. 1800 21 09911
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

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

The shareholders should log on to the e-voting website www.evotingindia.com.

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. 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 EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EOGM 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 EOGM.
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 EOGM 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 EOGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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@in.mpms.mufg.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

OTHER INSTRUCTIONS:

1. The period for e-voting starts on **Tuesday, July 22, 2025 at 9:00 a.m. (IST)** and ends on **Friday, July 25, 2025 at 5:00 p.m. (IST)**. E-voting shall be disabled by CDSL at **5:00 p.m. (IST)** on **Friday, July 25, 2025** 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 **Saturday, July 19, 2025** (end of day) i.e. cut-off date, may cast their vote electronically. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. The Members

who have cast their vote by remote e-voting prior to the EOGM may also participate the EOGM through VC/OAVM but shall not be entitled to cast their vote again. The facility for voting during the EOGM will also be made available. Members present in the EOGM 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 EOGM. 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 EOGM.
 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 EOGM, first count the votes cast during the EOGM, thereafter unblock the votes cast through remote e-voting and issue a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Scrutinizer shall issue his report within the stipulated timelines under the applicable laws.
- The Result of the voting declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.primefocus.com 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.
5. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. Saturday, July 26, 2025.
 6. Since the EOGM will be held through VC / OAVM, the Route Map of the venue of the EOGM is not annexed in this Notice.

By Order of the Board of Directors

<p>Place: Mumbai Date: July 3, 2025</p> <p>Registered Office: Prime Focus House, Opp. CITI Bank, Linking Road, Khar (West), Mumbai – 400 052. CIN: L92100MH1997PLC108981</p>	<p>Parina Shah Company Secretary ACS 18061</p>
---	---

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(s) No. 1 to 4 of the accompanying Notice.

Item 1 - Issue of Equity Shares on Preferential Basis for cash as well as for consideration other than cash (swap of securities)

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 (the “**Act**”), to issue and allot upto 46,26,69,444 (Forty-Six Crore Twenty-Six Lakhs Sixty-Nine Thousand Four Hundred Forty-Four shares only) fully paid up equity shares of the Company having face value of INR 1/- (Indian Rupee One Only) each (“**Equity Shares**”) at an issue price of INR 120/- (including premium of INR 119/-) per Equity Share of the Company (“**Subscription Shares**”), for cash consideration as well as for consideration other than cash (i.e. acquisition of 31.05% of the equity share capital (“**Purchase Shares**”) of DNEG S.a.r.l, Luxembourg (“**DNEG**”), a material step-down subsidiary of the Company, on fully diluted basis through issuance of Equity Shares of the Company) to the “Proposed Allottees” (as mentioned below) (“**Proposed Transaction**”) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of shareholders of the Company and the relevant stock exchanges.

The said proposal has been considered and approved by the Board in its meeting held on July 3, 2025.

Necessary information/details in relation to the Preferential Issue as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and the Act read with the rules issued there under, are set forth below:

1. Objects of the Preferential Issue

The object of the proposed issue and allotment of upto 43,01,25,694 (Forty-Three Crore One Lakhs Twenty Five Thousand Six Hundred Ninety Four shares only) Equity Shares out of the Subscription Shares of the Company (“**Swap Subscription Shares**”) to the relevant Proposed Allottees (as provided below) is towards discharge of the purchase consideration of INR 51,61,50,83,280/- (Indian Rupees Five Thousand One Hundred Sixty One Crore Fifty Lakhs Eighty Three Thousand Two Hundred Eighty only) payable to the Proposed Allottees, for the acquisition of Purchase Shares in DNEG, pursuant to a share swap, in accordance with the applicable laws including the SEBI ICDR Regulations, and as a result of the aforementioned, the Company will consolidate its indirect shareholding in DNEG, which is its material step-down subsidiary. This is with the overall intent of making DNEG, a wholly owned subsidiary over a period of time.

Further, the Company proposes to raise an amount aggregating to and not exceeding INR 3,90,52,50,000/- (Indian Rupees Three Hundred Ninety Crore Fifty-Two Lacs Fifty Thousand only) through proposed issue and allotment of upto 3,25,43,750 (Three Crore Twenty Five Lacs Forty Three Thousand Seven Hundred Fifty only) Equity Shares out of the Subscription Shares of the Company (“**Cash Subscription Shares**”) to the relevant Proposed Allottees and utilize the amount for the following purpose:

Sr. No.	Particulars	Tentative Amount	Tentative timeline for utilisation from the date of receipt of funds
1.	Investment in wholly-owned subsidiary: The amount raised shall be used by the Company to make further investment in its wholly-owned subsidiary, PF World Limited (“ PFW ”). PFW will in turn use the said investment for further consolidating its shareholding in DNEG, a material step-down subsidiary of the Company, by purchasing 5,59,141 shares representing 1.03% shareholding of DNEG held by A2R Holdings and as a result holding 57.23% shareholding indirectly in DNEG on a fully diluted basis	Upto INR 180 crore	Within 6 months*
2.	General corporate purpose: Remaining issue proceeds will be utilized for general corporate purposes, including but not limited to meeting operational expenses, corporate exigencies and managing contingencies, for strategic growth and business expansion. These funds may also be directed toward improving the Company's financial health, enhancing net worth and reducing debt, ensuring long-term growth and stability.	Remaining issue proceeds not exceeding 25% of Preferential Allotment, and in accordance with applicable law.	Within 18 months*

*Till such time above mentioned issue proceeds are fully utilized, the Company intends to keep the same in bank deposits and /or Fixed Deposit with scheduled commercial banks, securities issued by Government of India or any other investments in permitted financial instruments as may be permitted under applicable laws.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on July 3, 2025 has, subject to the approval of the shareholders and such other approvals as may be required, approved the issuance and allotment of upto 46,26,69,444 (Forty-Six Crore Twenty-Six Lacs Sixty-Nine Thousand Four Hundred Forty-Four Shares only) fully paid up equity shares of the Company

having face value of INR 1/- (Indian Rupee One Only) each at an issue price of INR 120/- (including premium of INR 119/-) per Equity Share of the Company, for cash consideration as well as for consideration other than cash (i.e. acquisition of Purchase Shares of DNEG, on fully diluted basis through issuance of Equity Shares of the Company) to the “Proposed Allottees” (as mentioned below) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion. The details of Proposed Allottees and the number of Subscription Shares proposed to be allotted to each of them is set forth in the table below:

Sr No.	Name of Proposed Allottees	Cash / Other than Cash	No. of shares	Category
1.	Novator Capital Limited	Cash	1,43,18,750	Public
2.	Chartered Finance & Leasing Limited	Cash	53,33,334	Public
3.	Cohesion MK Best Ideas Sub-Trust	Cash	50,00,000	Public
4.	Heya Ajay Shah	Cash	5,00,000	Public
5.	Singularity Equity Fund I	Cash	20,83,333	Public
6.	Axana Estates LLP	Cash	20,83,333	Public
7.	RivKaran Singh Chadha	Cash	5,41,667	Public
8.	Jasmeet Kaur Chadha	Cash	13,33,333	Public
9.	Ranbir Kapoor	Cash	12,50,000	Public
10.	Bimal Parekh	Cash	1,00,000	Public
11.	Novator Capital Limited	Other than Cash	9,69,65,685	Public
12.	Bresino Projects Ltd	Other than Cash	3,45,22,262	Public
13.	Prabhu Narasimhan	Other than Cash	1,16,51,767	Public
14.	Belongerio Limited	Other than Cash	1,00,00,000	Public
15.	Granelo Ventures Limited	Other than Cash	75,00,000	Public
16.	Hulino Projects Limited	Other than Cash	75,00,000	Public
17.	A2R Holdings	Other than Cash	26,19,85,980	Promoter Group
		Total	46,26,69,444	

3. Monitoring of Utilization of Funds:

Given that the issue size of the Proposed Transaction exceeds INR 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“Monitoring Agency”).

As per applicable law, the Monitoring Agency shall submit its report to the Company in the format specified under the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the issue proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in

the format as specified under the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the stock exchanges on which its Equity Shares are listed.

4. Relevant date:

The ‘Relevant Date’, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the Floor Price for the Subscription Shares proposed to be allotted to the above mentioned Proposed Allottees is June 26, 2025 (i.e. being the date, which is 30 days prior to the date of this Extra-Ordinary General Meeting of the Company which is scheduled on July 26, 2025).

5. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges"). The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In terms of the SEBI ICDR Regulations, the floor price at which the Subscription Shares can be issued is INR 119.50 per Subscription Share, as per the pricing formula prescribed under the SEBI ICDR Regulations for Preferential Issue and is the highest of the following in case of the frequently traded shares:

- a. In the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to INR 113.40/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to INR 119.50/-.

Further, the Company does not provide for any method of determination for valuation of shares in its Article of Association which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, in terms of Regulation 166A of ICDR Regulations, considering that there will be allotment of more than 5% (five percent) of the post issue fully diluted share capital of the Company to an allottee, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Maitri Valuation Private Limited, an independent Registered Valuer (IBBI Registration No.: IBBI/RV-E/11/2023/184), having office at E-501, Pramukh Oasis, Ahmedabad GNR Road, Sargasan, Gandhinagar – 382421, Gujarat is INR 119.50 per Equity Share. The copy of said valuation report is available at <https://www.primefocus.com/preferential-issue-2025/>.

After considering the above, it was decided to issue the Equity Shares to be allotted on preferential basis to the Proposed Allottees at an issue price of INR 120 each.

6. Amount which the Company intends to raise by way of such securities;

The total issue size of the preferential allotment is upto INR 55,52,03,33,280/- which consists of cash of upto INR 390,52,50,000/- and rest being valued in consideration other than cash (swap of shares).

7. Name and address of valuer who performed valuation:

As per Regulation 163(3) of SEBI ICDR Regulation for Swap Subscription Shares, the valuation has been carried out by Maitri Valuation Private Limited, an independent Registered Valuer (IBBI Registration No.: IBBI/RV-E/11/2023/184), having office at E-501, Pramukh Oasis, Ahmedabad GNR Road, Sargasan, Gandhinagar – 382421, Gujarat.

8. Material terms of raising such securities:

The same has been disclosed in the resolution.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The said disclosure is not applicable with respect for Cash Subscription Shares.

With respect to the Swap Subscription Shares, the Company intends to issue and allot the Swap Subscription Shares to acquire the Purchase Shares in DNEG representing 31.05% of the paid up share capital of DNEG on a fully diluted basis, which will consolidate the Company's shareholding in DNEG, which is its material step-down subsidiary and as a result of such swap, direct and indirect shareholding of the Company in DNEG will be 87.25% of the paid up share capital of DNEG on a fully diluted basis. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash. The value of proposed acquisition and price of the Equity Shares of DNEG has been determined taking into account valuation reports dated July 3, 2025, issued by Maitri Valuation Private Limited, an independent Registered Valuer (IBBI Registration No.: IBBI/RV-E/11/2023/184), having office at E-501, Pramukh Oasis, Ahmedabad GNR Road, Sargasan, Gandhinagar – 382421, Gujarat.

10. Valuation for consideration other than cash:

With respect to Swap Subscription Shares, the valuation report has been obtained as per Regulation 163(3) of SEBI ICDR Regulation as per the details provided above.

11. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:

The Preferential Issue of Equity Shares is proposed to be made to the Proposed Allottees as below:

Sr No.	Name of Proposed Allottees	Cash / Other than Cash	No. of shares	Category
1.	Novator Capital Limited	Cash	1,43,18,750	Public
2.	Chartered Finance & Leasing Limited	Cash	53,33,334	Public
3.	Cohesion MK Best Ideas Sub-Trust	Cash	50,00,000	Public
4.	Heya Ajay Shah	Cash	5,00,000	Public
5.	Singularity Equity Fund I	Cash	20,83,333	Public
6.	Axana Estates LLP	Cash	20,83,333	Public
7.	RivKaran Singh Chadha	Cash	5,41,667	Public
8.	Jasmeet Kaur Chadha	Cash	13,33,333	Public
9.	Ranbir Kapoor	Cash	12,50,000	Public
10.	Bimal Parekh	Cash	1,00,000	Public
11.	Novator Capital Limited	Other than Cash	9,69,65,685	Public
12.	Bresino Projects Ltd	Other than Cash	3,45,22,262	Public
13.	Prabhu Narasimhan	Other than Cash	1,16,51,767	Public
14.	Belongerio Limited	Other than Cash	1,00,00,000	Public
15.	Granelo Ventures Limited	Other than Cash	75,00,000	Public
16.	Hulino Projects Limited	Other than Cash	75,00,000	Public
17.	A2R Holdings	Other than Cash	26,19,85,980	Promoter Group
		Total	46,26,69,444	

12. Principle terms of assets charged as securities

Not Applicable

13. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

Except for A2R Holdings from the Promoter Group, none of the other Promoters/ Promoter Group, Directors or Key Managerial Personnel/ Senior Management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under this Proposed Transaction.

14. Pre and Post issue shareholding pattern of the Company:

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	58460239	18.86%	58460239	7.57%
	Bodies corporate				
	Sub-total	58460239	18.86%	58460239	7.57%
2	Foreign promoters	151087289	48.75%	413073269	53.46%
	sub-total (A)	209547528	67.61%	471533508	61.03%

B	Non-promoters' holding				
1	Institutional investors	31723721	10.24%	31723721	4.11%
2	Non-institution				
	Private corporate bodies	10021572	3.23%	24521572	3.17%
	Directors and relatives	2420000	0.78%	2420000	0.31%
	Indian public	23681562	7.64%	27406562	3.55%
	others (including NRIs)	32542593	10.50%	215001057	27.83%
	Sub-total (B)	100389448	32.39%	301072912	38.97%
	Grand Total	309936976	100.00%	772606420	100.00%

15. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Subscription Shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution, in one or more tranches, provided that where the issue and allotment of said Equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

16. Change in control, if any, in the Company consequent to the preferential issue:

There will be no change in control over the Company pursuant to the completion of the proposed transaction and issuance and allotment of Subscription Shares to the Proposed Allottees.

17. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control Proposed Allottee(s) of Equity Shares:

Based on the confirmation received from the Proposed Allottees, the following natural persons are the ultimate beneficial owners of the Proposed Allottees:

Sr No.	Name of Proposed Allottees	Type of Proposed Allottees (Individual / Body Corporate / HUF etc.)	Natural Persons who are the Ultimate Beneficial Owners (UBOs)
1.	Chartered Finance & Leasing Limited	Body Corporate	Sanjay C Kothari Meenakshi Kothari
2.	Cohesion MK Best Ideas Sub-Trust	Body Corporate	Cohesion MK Best Ideas Sub-Trust is controlled by the board of its investment manager which is composed of the following individuals: 1. Spike Hughes, Director 2. Gireesh Nadge
3.	Heya Ajay Shah	Individual	Not Applicable
4.	Singularity Equity Fund I	Body Corporate	Vistra ITCL (India) Limited
5.	Axana Estates LLP	Body Corporate	Mithun Padam Sacheti Siddhartha Sacheti Yash Siddhartha Sacheti Arpit Khandelwal
6.	RivKaran Singh Chadha	Individual	Not Applicable
7.	Jasmeet Kaur Chadha	Individual	Not Applicable

8.	Ranbir Kapoor	Individual	Not Applicable
9.	Bimal Parekh	Individual	Not Applicable
10.	Novator Capital Limited	Body Corporate	Bjorgolfur Thor Bjorgolfsson Frank Oskar Chatam Pitt Bentina Bjorgolfsson Daniel Darri Bjorgolfsson Lorenz Logi Bjorgolfsson
11.	Bresino Projects Ltd	Body Corporate	Vishal Mehta
12.	Prabhu Narasimhan	Individual	Not Applicable
13.	Belongerio Limited	Body Corporate	Tejpal Oberoi
14.	Granelo Ventures Limited	Body Corporate	Tejpal Oberoi
15.	Hulino Projects Limited	Body Corporate	Tejpal Oberoi
16.	A2R Holdings	Body Corporate	Namit Malhotra

18. The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed Allottees and change in control, if any, consequent to the Preferential Issue:

Sr No.	Name of Proposed Allottees	Category	Pre-Issue		Post-Issue	
			No. of shares	% of holding	No. of shares	% of holding
1.	Chartered Finance & Leasing Limited	Public	94,426	0.03%	54,27,760	0.69%
2.	Cohesion MK Best Ideas Sub-Trust	Public	Nil	Nil	50,00,000	0.65%
3.	Heya Ajay Shah	Public	Nil	Nil	5,00,000	0.06%
4.	Singularity Equity Fund I	Public	Nil	Nil	20,83,333	0.27%
5.	Axana Estates LLP	Public	Nil	Nil	20,83,333	0.27%
6.	RivKaran Singh Chadha	Public	Nil	Nil	5,41,667	0.07%
7.	Jasmeet Kaur Chadha	Public	Nil	Nil	13,33,333	0.17%
8.	Ranbir Kapoor	Public	Nil	Nil	12,50,000	0.16%
9.	Bimal Parekh	Public	Nil	Nil	1,00,000	0.01%
10.	Novator Capital Limited	Public	Nil	Nil	11,12,84,435	14.40%
11.	Bresino Projects Ltd	Public	Nil	Nil	3,45,22,262	4.47%
12.	Prabhu Narasimhan	Public	Nil	Nil	1,16,51,767	1.51%
13.	Belongerio Limited	Public	Nil	Nil	1,00,00,000	1.29%
14.	Granelo Ventures Limited	Public	Nil	Nil	75,00,000	0.97%
15.	Hulino Projects Limited	Public	Nil	Nil	75,00,000	0.97%
16.	A2R Holdings	Promoter Group	15,10,87,289	48.75%	41,30,73,269	53.46%

There will be no change in the control of the Company consequent to the proposed preferential issue.

19. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the preferential issue of the Equity Shares as proposed in the resolution set out in the Notice, the Company has not made any allotment on preferential basis during the current Financial Year 2025-26.

20. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

A2R Holdings an entity forming part of the promoter group of the Company, will be allotted Equity Shares in the preferential issue for other than cash i.e. in consideration of A2R Holdings selling 18.91% of the shareholding held in DNEG on a fully diluted basis.

21. Lock-in Period:

- a) The Equity Shares to be allotted to the Proposed Allottees shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

22. Listing

The Company will make an application to NSE and BSE at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

23. Certificate from Practicing Company Secretary:

The Certificate from Mehul Raval, Proprietor of Mehul Raval, (COP No. 24170), Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue (for cash and for other than cash). The copy of said certificate is available on the website of the Company at <https://www.primefocus.com/preferential-issue-2025/>.

24. Undertakings:

- (i) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (ii) Neither the Company nor any of its Promoters or Directors are categorized as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of SEBI ICDR Regulations is not applicable.
- (iii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of SEBI ICDR Regulations are not applicable.
- (iv) None of the Company's Directors or Promoters are fugitive economic offenders as defined under SEBI ICDR Regulations.

- (v) The Company do not have any outstanding dues to the SEBI.
- (vi) All the equity shares held by the Proposed Allottees, if any, in the Company are in dematerialized form only.

The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India. In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 1 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 for your approval by way of a special resolution. The issue of equity shares would be within the authorised share capital of the Company.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

Item No. 2 - Approval of Special Rights proposed to be granted and Alteration of Articles of Association by inserting Part IV in the existing Articles of Association

Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR"), inter alia states that any special right granted to shareholders of the listed company shall be subject to the approval of the shareholders in a general meeting by way of a special resolution once in every 5 (five) years starting from the grant of such special rights. Further, as per Section 14 of the Companies Act, 2013, any alteration in the Articles of Association of the Company shall require approval of the Members of the Company by way of Special Resolution.

The Board, at its meeting dated July 3, 2025, inter alia approved the execution of Investment Agreement dated July 3, 2025 entered into by the Company with Novator Capital Limited and DNEG S.a.r.l, a material step-down subsidiary of the Company ("Investment Agreement"). The Investment Agreement provides for the Company granting certain minority investment protection rights to Novator Capital Limited as below:

1. Appointment of 1 (one) non-executive director; and
2. Limited matters (as detailed under the Investment Agreement) will require affirmative vote of Novator Capital Limited in terms thereof.

The aforesaid rights under the Investment Agreement are being granted by the Company to Novator Capital as a minority non-controlling shareholder and shall become effective on and from the Closing Date as defined under the Investment Agreement subject to completion of closing formalities in the terms of the Investment Agreement and which are special rights in terms of Regulation 31B of the SEBI LODR.

Further, pursuant to the terms and conditions set out under the aforementioned Investment Agreement, the Company is required to amend the Articles of Association to reflect the relevant provisions of the Investment Agreement. Therefore, it is proposed to incorporate Part IV to the existing Articles of Association of the Company to incorporate the special rights that will be available to Novator, which amended Articles of Association shall become effective on and from the Closing Date as provided under the Investment Agreement.

The Board by way of resolution passed in its meeting held on July 3, 2025 has approved the above-mentioned minority investment protection rights and adoption of amended Articles of Association of the Company, subject to the approval of the Members of the Company. Accordingly, approval of the Members of the Company is sought for granting of special rights to Novator Capital Limited and alteration in the Articles of Association as mentioned above.

The copy of the Investment Agreement and the draft of the amended Articles of Association will be available for inspection at the registered office and corporate office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays) and shall also be made available for inspection through other modes in accordance with applicable laws.

The Board recommends the resolution as set out at item no. 2 of this notice to the Members for their consideration and approval, by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the above referred resolution except to the extent of their shareholdings in the Company.

Item No. 3 - Approval for material related party transaction(s) between PF World Limited, a subsidiary of the Company and A2R Holdings, an entity forming part of the promoter group of the Company

A2R Holdings ("A2R"), is an entity forming part of the promoter group of the Company. PF World Limited ("PFW") is a wholly owned subsidiary of the Company. DNEG S.a.r.l ("DNEG") is a material step-down subsidiary of the Company in which PFW (directly or through its subsidiary) holds 56.20% on a fully diluted basis. PFW proposes to purchase 1.03% shareholding of DNEG held by A2R ("**Proposed Transaction**").

A2R and PFW are related parties in terms of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**").

Pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI LODR approval of the Members by way of an ordinary resolution is required for all material related party transactions. For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower. The materiality threshold for the Company for this purpose shall be INR 353.7 crores.

The Audit Committee and Board of the Company has approved the said Proposed Transaction at their respective meetings held on July 3, 2025.

The information required under Regulation 23 of SEBI LODR read with SEBI Circular dated November 22, 2021 and as per SEBI master circular dated November 11, 2024 is provided herein below:

Sr No.	Description	Details of proposed RPT between PF World Limited and A2R Holdings
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	PF World Limited (" PFW ") is a wholly owned subsidiary of the Company A2R Holdings (" A2R ") is part of the promoter group of the Company DNEG S.a.r.l (" DNEG ") is a material step-down subsidiary
b	Type, material terms and particulars of the proposed transaction	A2R is transferring 1.03% shareholding (" Sale Shares ") on a fully diluted basis held by it in DNEG to PFW.
c	Tenure of the proposed transaction	Closing of the transaction is expected to be completed by September 30, 2025 or such other date as may be mutually agreed between the parties.
d	Value of the proposed transaction	Shall not exceed INR 180 crore for the Financial Year 2025-26.
e	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 2024-25.	5.09% of the annual consolidated turnover of the Company for the Financial Year 2024-25 Annual turnover of PFW for the Financial Year 2024-25 was 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	PFW will be using the funds received by it from the Company through investment in equity shares of PFW to purchase the Sale Shares.
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	Not Applicable
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	A2R would be utilizing the funds for its own business purpose.
3	Justification as to why the RPT is in the interest of the listed entity	The transaction is being undertaken as part of the internal restructuring of the Company where the Company is, either directly or through PFW, consolidating its shareholding in DNEG, and as a result, post the said transaction, the Company will directly and indirectly hold 88.28% stake on a fully diluted basis (including stake proposed to be acquired through share swap arrangement as stated hereinabove) as compared to its current shareholding of 56.20% stake on a fully diluted basis.
4	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation report dated July 3, 2025 from SSPA & Co, a Registered Valuer was relied by the Audit Committee and Board.

Sr No.	Description	Details of proposed RPT between PF World Limited and A2R Holdings
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	Valuation report is open for inspection without any fee by the Members through electronic mode. The Members are requested to write to the Company (through their registered email address) at ir.india@primefocus.com up to July 26, 2025 for the inspection of the said documents.
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	Mr. Namit Malhotra, is a director of PFW, A2R, DNEG as well as the Company. Mr. Nishant Fadia is a Director in DNEG and a KMP in the Company. Mr. Bharat Dighe is a Director in PFW and the Company.
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.

The Board recommends passing of the Ordinary Resolution as set out at Item no. 3 of the 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.

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. 4 - Approval for enhancing of limits for investments, extending loans and giving guarantee or providing security under Section 186 of the Companies Act, 2013

Section 186(3) of the Companies Act, 2013 (hereinafter referred to as "**the Act**") requires every company to obtain the members' approval through special resolution if it is proposing to – a. give any loan to any person or other body corporate; b. give any guarantee or provide security in connection with a loan to any other body corporate or person; and c. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Board of Directors of the Company has decided to seek and obtain enabling approval of the Members pursuant to Section 186 of the Act for giving of loan, guarantee and/or providing security in connection with any loan and/or to make further investments in the securities up to an amount of INR 5,000 Crores (Indian Rupees Five Thousand Crore only) over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate (including its subsidiaries), from time to time, prior approval of the Members is being sought for enhancing the said limits.

The Board recommends passing of the Special Resolution as set out at Item no. 4 of the Notice.

None of the Directors/Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item no. 4 of the Notice.

By Order of the Board of Directors

Place: Mumbai
Date: July 3, 2025

Parina Shah
Company Secretary
ACS 18061

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