



**PRIME FOCUS**

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Date: July 21, 2025

To,

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,

Bandra (East),

Mumbai - 400 051

Symbol: **PFOCUS**

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Scrip Code: **532748**

**Subject: Corrigendum to the Notice of the Extra-Ordinary General Meeting ("EOGM") of Prime Focus Limited ("the Company") to be held on Saturday, July 26, 2025.**

Dear Sir/Madam,

This is in furtherance to our letter dated July 04, 2025, wherein the Company has informed about the Extra-Ordinary General Meeting ("**EOGM**") of the Members of Prime Focus Limited, which is Scheduled to be held on Saturday, July 26, 2025 at 11:30 A.M. (IST) through Video Conference ("**VC**") / Other Audio-Visual Means ("**OAVM**").

The EOGM notice dated July 03, 2025 ("**EOGM Notice**"), were sent to the Members of the Company on July 04, 2025, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Company had filed applications with the stock exchanges, namely, National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"), for seeking their "In-Principle Approval" in relation to the proposed preferential issue for which the approval of the shareholders is being sought. Thereafter, the Company has received certain observations and as further to the same, Company is hereby rectifying / providing additional details through corrigendum to the shareholders of the Company.

This Corrigendum to the EOGM Notice ("**Corrigendum**") regarding changes in the Notice and the Explanatory Statement shall form an integral part of the EOGM Notice, which has already been circulated to the Members of the Company and on and from the date hereof, the Notice of the EOGM shall always be read in conjunction with this Corrigendum and is issued to provide certain clarifications/ additional details/amendment pursuant to suggestions/comments received from NSE and BSE. A copy of detailed Corrigendum is enclosed herewith. The said Corrigendum is also being uploaded on the website of the Company at [www.primefocus.com](http://www.primefocus.com).



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Please also take note that evoting period has been amended and evoting will now commence at 09:00 a.m. (IST) on Wednesday, July 23, 2025 and will end at 05:00 p.m. (IST) on Friday, July 25, 2025.

Except as detailed in the attached Corrigendum, all other items of the EOGM Notice along with Explanatory Statement dated July 03, 2025, shall remain unchanged.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we kindly request you to take into account the above submissions. This is for your kind information and record.

**For Prime Focus Limited**

**Parina Shah**

**Company Secretary & Compliance Officer**

Encl.: As above



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**CORRIGENDUM IN CONTINUATION TO THE NOTICE AND EXPLANATORY STATEMENT ATTACHED THERETO DATED JULY 03, 2025, CONVENING THE EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON SATURDAY, JULY 26, 2025**

This Corrigendum is being issued by Prime Focus Limited (“**the Company**”) with respect to the Extra-Ordinary General Meeting (“**EOGM**”) of the Members of the Company scheduled on Saturday, July 26, 2025, at 11:30 A.M. (IST) through Video Conference (“**VC**”) / Other Audio-Visual Means (“**OAVM**”). The Notice of the EOGM dated July 03, 2025 (“**EOGM Notice**”) was dispatched to all the Members of the Company on July 04, 2025, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs (“**MCA**”) and Securities Exchange Board of India (“**SEBI**”). This corrigendum is being issued to give notice to amend / provide additional details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company through this communication wishes to bring to the notice of the Members, following changes in the said EOGM Notice.

The following changes shall be considered and substituted / amended / modified in the original EOGM Notice dated July 03, 2025:

1. In Special Business – Item 1 to the EOGM Notice, there were certain inadvertent clerical errors in the numbers of shares to be issued to the allottees who are issued shares on the swap basis, and the same is being corrected, accordingly, the item 1 shall be replaced and read as follows:

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*



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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 Allotees**" (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 Allotees 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	Cash	53,33,334	Public
3.	Cohesion MK Best Ideas Sub-	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



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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	9,69,65,562	Public
12.	Bresino Projects Ltd	Other than	3,45,22,200	Public
13.	Prabhu Narasimhan	Other than	1,16,51,728	Public
14.	Belongerio Limited	Other than	99,99,970	Public
15.	Granelo Ventures Limited	Other than	74,99,991	Public
16.	Hulino Projects Limited	Other than	74,99,991	Public
17.	A2R Holdings	Other than	26,19,85,380	Promoter
		<b>Total</b>	<b>46,26,68,572</b>	

**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 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).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the Subscription Shares proposed to be issued and allotted to the Proposed Allottees 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



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*from the date of receipt of last of such approvals or permissions.*

- e. *The Proposed Allottees 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 Allottees, as applicable. 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.*
- f. *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,*





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*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. In light of changes in paragraph 1 above, item 1 and point no. 1 of Explanatory Statement to the EOGM Notice shall be replaced and read as follows:**

**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 total of 1,67,96,338 shares aggregating to 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:



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### 1. Objects of the Preferential Issue:

The object of the proposed issue and allotment of upto 43,01,24,822 (Forty-three Crore One Lakh Twenty Four Thousand Eight Hundred and twenty two 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 51,61,49,78,640 (Five-thousand one hundred sixty one crores forty nine lacs seventy eight thousand six hundred forty) payable to the Proposed Allottees, for the acquisition of Purchase Shares in DNEG (that is, acquisition of total of 1,67,96,338 shares aggregating to 31.05% of the equity share capital of DNEG from the aforesaid Proposed Allottees), 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.

DNEG is currently a material step down subsidiary of the Company where the Company currently holds 56.20% stake indirectly (through its subsidiaries). As a result of the proposed acquisition of further shares in DNEG, the Company will consolidate its shareholding in DNEG to 87.25%. This is with the overall intent of making DNEG, a wholly owned subsidiary, over a period of time. As a result, the Company would have complete control over the operations and management of DNEG and also get the economic benefits of holding a larger holding which ultimately will mean a greater value realization for the shareholders of the Company.

Details of the swap being considered with the allottees of the company i.e. the number of DNEG shares being acquired from the Proposed Allottees is as under:

Sr. No.	Name of the Proposed Allottee	Number of DNEG shares to be acquired
1.	A2R Holdings	1,02,30,507
2.	Novator Capital Limited	37,86,497
3.	Bresino Projects Limited	13,48,089
4.	Prabhu Narasimhan	4,54,999
5.	Belongerio Limited	3,90,498
6.	Granelo Ventures Ltd	2,92,874
7.	Hulino Projects Ltd	2,92,874
	<b>Total</b>	<b>1,67,96,338</b>

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





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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 172,00,00,000	Within 6 months*
2.	<b>Expansion of Business Operations directly and/or through investment in subsidiaries</b> A portion of the issue proceeds will be directed towards expanding the Company’s business (through organic and / or inorganic route) including presence in the media, entertainment sector and film production, and similar activities. For this purpose, the Company will also make investment in or provide financial assistance to its subsidiaries and special purpose vehicles including in the form of equity, quasi equity, debt (secured or unsecured). This will enable the Company to tap into the increasing opportunities in the aforementioned sectors. It is clarified that this purpose will not include object as provided in sr no. 1 above.	Upto INR 120,89,37,500	Within 18 months*
3.	General corporate purpose: Remaining issue proceeds will be utilized for general corporate purposes, including but not limited to meeting operational expenses,	Upto INR 97,63,12,500**	Within 18 months*



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Sr. No.	Particulars	Tentative Amount	Tentative timeline for utilisation from the date of receipt of funds
	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, ensuring long-term growth and stability. It is clarified that general corporate purpose will not include object as provided in sr no. 1 above.		

\* 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.

\*\* It is clarified that not more than 25% of preferential allotment proceeds will be used for general corporate purposes.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

DNEG (the target company whose shares are being swapped for the shares of the Company) is the Company's material step-down subsidiary, wherein the Company holds stake through its subsidiaries. The present transaction contemplates consolidation of stake by the Company in DNEG by acquisition of further shares directly through the proposed preferential allotment (by way of swap) to the extent it is commercially agreed between the parties and as per the applicable laws. Additionally, the subsidiary (PFW), through which the further 1.03% shares are being acquired is an existing shareholder of DNEG as well, and such acquisition is in furtherance of overall intent of making DNEG a wholly owned subsidiary over a period of time.



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**3. Point No. 2 of the Explanatory Statement to the EOGM Notice, relating to Item 1 of the EOGM Notice, shall be read as follows:**

1. 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 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 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	Cash	53,33,334	Public
3.	Cohesion MK Best Ideas Sub-	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	9,69,65,562	Public
12.	Bresino Projects Ltd	Other than Cash	3,45,22,200	Public
13.	Prabhu Narasimhan	Other than Cash	1,16,51,728	Public
14.	Belongerio Limited	Other than Cash	99,99,970	Public
15.	Granelo Ventures Limited	Other than Cash	74,99,991	Public



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16.	Hulino Projects Limited	Other than Cash	74,99,991	Public
17.	A2R Holdings	Other than Cash	26,19,85,380	Promoter
		<b>Total</b>	<b>46,26,68,572</b>	

**4. Point No. 9 of Explanatory Statement to the EOGM Notice, relating to Item 1 of the EOGM Notice, shall be read as follows:**

**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 (as defined in the EOGM Notice), the Company intends to issue and allot the Swap Subscription Shares to acquire the Purchase Shares (as defined in the EOGM Notice) of 1,67,96,338 shares in DNEG S.a.r.l (“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. DNEG is currently a material step down subsidiary of the Company where the Company currently holds 56.20% stake indirectly (through its subsidiaries). As a result of the proposed acquisition of further shares in DNEG, the Company will consolidate its shareholding in DNEG to 87.25%. 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.

**5. Point No. 11 of Explanatory Statement to the EOGM Notice, relating to Item 1 of the EOGM Notice, shall be read as follows:**

**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:



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Sr No.	Name of Proposed Allotees	Cash / Other than Cash	No. of shares	Category – current status (Promoter / Non-Promoter)	Category – proposed status (Promoter / Non-Promoter)
1.	Novator Capital Limited	Cash	1,43,18,750	Non-Promoter	Non-Promoter
2.	Chartered Finance & Leasing Limited	Cash	53,33,334	Non-Promoter	Non-Promoter
3.	Cohesion MK Best Ideas Sub-Trust	Cash	50,00,000	Non-Promoter	Non-Promoter
4.	Heya Ajay Shah	Cash	5,00,000	Non-Promoter	Non-Promoter
5.	Singularity Equity Fund I	Cash	20,83,333	Non-Promoter	Non-Promoter
6.	Axana Estates LLP	Cash	20,83,333	Non-Promoter	Non-Promoter
7.	RivKaran Singh Chadha	Cash	5,41,667	Non-Promoter	Non-Promoter
8.	Jasmeet Kaur Chadha	Cash	13,33,333	Non-Promoter	Non-Promoter
9.	Ranbir Kapoor	Cash	12,50,000	Non-Promoter	Non-Promoter
10.	Bimal Parekh	Cash	1,00,000	Non-Promoter	Non-Promoter
11.	Novator Capital Limited	Other than Cash	9,69,65,562	Non-Promoter	Non-Promoter
12.	Bresino Projects Ltd	Other than Cash	3,45,22,200	Non-Promoter	Non-Promoter
13.	Prabhu Narasimhan	Other than Cash	1,16,51,728	Non-Promoter	Non-Promoter
14.	Belongerio Limited	Other than Cash	99,99,970	Non-Promoter	Non-Promoter
15.	Granelo Ventures Limited	Other than Cash	74,99,991	Non-Promoter	Non-Promoter
16.	Hulino Projects Limited	Other than Cash	74,99,991	Non-Promoter	Non-Promoter
17.	A2R Holdings	Other than Cash	26,19,85,380	Promoter Group	Promoter Group

There would be no change in status / category of the allottees pre and post the preferential allotments as stated above.



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6. Point No. 14 of Explanatory Statement to the EOGM Notice, relating to Item 1 of the EOGM Notice, shall be read as follows:

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				
	<b>Sub-total</b>	<b>58460239</b>	<b>18.86%</b>	<b>58460239</b>	<b>7.57%</b>
2	Foreign promoters	151087289	48.75	413072669	53.46%
	<b>sub-total (A)</b>	<b>209547528</b>	<b>67.61</b>	<b>471532908</b>	<b>61.03%</b>
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%	215000785	27.83%
	<b>Sub-total (B)</b>	<b>100389448</b>	<b>32.39%</b>	<b>301072640</b>	<b>38.97%</b>
	<b>Grand Total</b>	<b>309936976</b>	<b>100%</b>	<b>772605548</b>	<b>100.00%</b>

7. Point No. 17 of Explanatory Statement to the EOGM Notice, relating to Item 1 of the EOGM Notice, shall be read as follows:

**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:**

Sr. no. 4 row of the table in the said point no. 17, shall be substituted as follows:

Sr No.	Name of Proposed Allotees	Type of Proposed Allottees (Individual / Body Corporate /HUF etc.)	Natural Persons who are the Ultimate Beneficial Owners (UBOs)
4.	Singularity Equity Fund I	Body Corporate	Dr. Shikha Bagai





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**8. Point No. 18 of Explanatory Statement to the EOGM Notice, relating to Item 1 of the EOGM Notice, shall be read as follows:**

Sr No.	Name of Proposed Allotees	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	0.70%
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	11,12,84,312	14.40%
11.	Bresino Projects Ltd	Public	Nil	Nil	3,45,22,200	4.47%
12.	Prabhu Narasimhan	Public	Nil	Nil	1,16,51,728	1.51%
13.	Belongerio Limited	Public	Nil	Nil	99,99,970	1.29%
14.	Granelo Ventures Limited	Public	Nil	Nil	74,99,991	0.97%
15.	Hulino Projects Limited	Public	Nil	Nil	74,99,991	0.97%
16.	A2R Holdings	Promoter Group	15,10,87,289	48.75%	41,30,72,669	53.46%

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

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



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**Certain other ancillary changes:**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the facility for remote e-voting shall remain open for not less than three days and shall close at 5.00 p.m. on the date preceding the date of the general meeting, and accordingly, the e-voting period will now begin at 09:00 a.m. (IST) on Wednesday, July 23, 2025 and end at 05:00 p.m. (IST) on Friday, July 25, 2025, accordingly in compliance with the same, following clarificatory changes are being made:

- 9.** In the Notes section, under the head “THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:”, in (i) shall be read as follows:

(i) The voting period begins at 09:00 a.m. (IST) on Wednesday, July 23, 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.

- 10.** In the Notes section, under the head “OTHER INSTRUCTIONS:”, sr. no. 1 shall be read as follows:

1. The period for e-voting starts on Wednesday, July 23, 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.

This Corrigendum shall form an integral part of the EOGM Notice, which has already been circulated to the shareholders of the Company and on and from the date hereof, the EOGM Notice shall always be read in conjunction with this Corrigendum. All other contents of EOGM Notice and explanatory statement annexed thereto, save and except as mentioned in this corrigendum shall remain



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unchanged. This Corrigendum shall also be available on the website of the Company at [www.primefocus.com](http://www.primefocus.com) and on the website of NSE and BSE where the shares of the Company are listed.

**For Prime Focus Limited**

**Parina Shah**

**Company Secretary & Compliance Officer**

Place: Mumbai

Date: July 21, 2025