



PRIME FOCUS LIMITED

CIN: L92100MH1997PLC108981

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NOTICE

NOTICE is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING ("AGM")** of the Members of **Prime Focus Limited ("the Company")**, will be held on **Tuesday, September 30, 2025, at 12.30 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Namit Malhotra (DIN: 00004049), Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To appoint Secretarial Auditor 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, read with circulars issued thereunder (including statutory modification(s) or re-enactment(s) thereof for the time in force), based on the recommendations of the Audit Committee and the approval of Board of Directors of the Company ("**Board**"), approval of the Members of the Company be and is hereby accorded for the appointment of M/s.D. M. Zaveri & Co., Practising Company Secretaries (Membership no. FCS – 5418 and Certificate of Practice no. 4363), Mumbai, a Peer Reviewed Firm, as the

Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 on such terms and conditions, including remuneration as may be mutually decided by the Board of Directors and M/s. D. M. Zaveri & Co., plus out-of-pocket and travelling expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof) or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authorities or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

4. To consider re-appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as Chairman and Whole-Time Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (the "**Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, and subject to approvals, if any, under applicable laws and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company ("**Board**"), consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Naresh Malhotra (DIN: 00004597), as a Chairman and Whole-Time Director of the Company, who has attained the age of 80 years for a period of 3 (Three) years with effect from May 01, 2026, and whose period of office is liable to determination by retirement

of directors by rotation on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board / the Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and remuneration not exceeding in such manner as it may deem fit.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year during the aforesaid period the remuneration payable to Mr. Naresh Malhotra shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

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

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

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

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

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon.

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

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

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

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the '**Act**') read with the rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the '**RPT Policy**') and other applicable laws, and charter documents of the Company, and subject to such approval(s)/

consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two "Related Parties" of the Company, i.e. DNEG India Media Services Limited, a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between DNEG India Media Services Limited and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) in relation to:

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/ sale of investments;
- h) Issue of Equity Shares/ Conversion of loan to equity.

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

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

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

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

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

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/ sale of investments.

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

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

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

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

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

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/ sale of investments;
- h) Issue of Equity Shares/ Conversion of loan to equity;
- i) Payment/receipt of dividend.

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the '**Act**') read with the rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the '**RPT Policy**') and other applicable laws, and charter documents of the Company, and subject to

such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two "Related Parties" of the Company, i.e. Double Negative Canada Productions Ltd., a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between Double Negative Canada Productions Ltd. and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) in relation to:

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/ sale of investments;
- h) Issue of Equity Shares/ Conversion of loan to equity;
- i) Payment/receipt of dividend.

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

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

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

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

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

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;

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

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

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

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

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

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

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

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/sale of investments.

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

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

12. To approve material related party transaction(s) between Double Negative Holdings Limited, a subsidiary of the Company and certain Identified Related Parties of the Company.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the **'Act'**) read with the Rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the **'RPT**

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

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/ sale of investments.

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

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

13. To approve material related party transaction(s) between **Brahma AI Limited, a subsidiary of the Company and certain Identified Related Parties of the Company.**

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

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

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/ sale of investments.

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

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

14. To approve material related party transaction(s) between Brahma AI Services UK Limited (Formerly known as Metaphysic Limited), a subsidiary of the Company and certain Identified Related Parties of the Company.

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

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

under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/contract(s)/arrangement(s)/agreement(s) in relation to:

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/ sale of investments.

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

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

15. To approve material related party transaction(s) between Brahma AI Holdings Limited, a subsidiary of the Company and certain Identified Related Parties of the Company.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the '**Act**') read with the rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the '**RPT Policy**') and other applicable laws, and charter documents of the Company, and subject

to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two "Related Parties" of the Company, i.e. Brahma AI Holdings Limited, a subsidiary of the Company with certain Identified Related Parties of the Company, such that the maximum value of the related party transactions between Brahma AI Holdings Limited and such Related Parties of the Company, in aggregate does not exceed value as specified under each category, in the explanatory statement, and such related party transactions shall inter alia include transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) in relation to:

- a) Availing and rendering of services;
- b) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements;
- c) Transfer of any resources, services or obligations to meet its business objectives/ requirements;
- d) Reimbursement of expenses, including recharge received and recharge given;
- e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon;
- f) Allocation of expenses towards grant of Stock Option;
- g) Purchase/ sale of investments.

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

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

By Order of the Board of Directors

Parina Shah
Company Secretary
ACS 18061

Place: Mumbai

Date: August 13, 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 Companies Act, 2013 (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 Annual General Meeting ("AGM") 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and Secretarial Standards-2 ("SS-2") on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. Members desirous of getting any information in relation to the Company's Annual Report 2024-25 or who would like to express their views / have questions are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Company Secretary of the Company through e-mail on ir.india@primefocus.com. These queries will be replied to by the Company suitably by email.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent / Depositories. A letter providing the weblink, including the exact path, where the Annual Report and the Notice of AGM for the Financial Year 2024-25 is available, will be sent to those members whose e-mail address(es) is not registered with the Company/Registrar and Share Transfer Agent/ Depositories/ Depository Participant(s). Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.primefocus.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at <https://www.evotingindia.com>.
7. Members are requested to support 'Green Initiative' by registering/ updating their e-mail address(es) with the Depository Participant (in case of shares in dematerialized form) or with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. For any communication, the Members may also send requests to the Company's email ID: ir.india@primefocus.com.
8. Members are requested to:
 - a) intimate any change in their addresses / mandates and address all their queries relating to shares of the Company to the RTA, for shares held in physical form.
 - b) quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
 - c) make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the MCA can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

9. Non-Resident Indian Members are requested to immediately notify the Registrar and Share Transfer Agents i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited):
 - a) the change in residential status on return to India for permanent settlement;
 - b) the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished; and
 - c) Indian address for sending all communications, if not provided so far.
10. The Board of Directors has appointed Mr. Mehul Raval, Practicing Company Secretary (Membership No. ACS - 18300, CP No. - 24170) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 23, 2025.
12. Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Letter of Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Letter of Authorization shall be sent to scrutinizer at csme hulaval@gmail.com by email and copy marked to the Company at ir.india@primefocus.com.
13. Pursuant to aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
14. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
16. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at ir.india@primefocus.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at ir.india@primefocus.com. These queries will be replied to by the Company suitably by email. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and the Certificate from the Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other relevant documents referred to in this Notice and the Explanatory Statement shall be available for inspection through electronic mode. Members are requested to write to the Company on ir.india@primefocus.com up to the date of the AGM i.e. Tuesday, September 30, 2025 for inspection of said documents.
18. Members are requested to intimate changes, if any pertaining to change of name / address, email address, telephone / mobile numbers, Permanent Account Number (PAN), Nomination, Power of Attorney, bank account details or any other information to their respective depository participant(s) (DP) or at the website: <https://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.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company / Registrar and Share Transfer Agents.

20. For Members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar, etc.). In case any of the aforesaid documents/details are not available in the record of the Company / Registrar and Share Transfer Agent ("RTA"), the Member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/documents. The Company has also sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to above SEBI Circular.
21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
- Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.primefocus.com/investor-centre/resources/> to Smart ODR Portal.
22. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's RTA for assistance in this regard.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.primefocus.com and on the website of the Company's RTA at <https://in.mpms.mufg.com>. It may be noted that any service request can be processed only after the folio is KYC compliant.
24. The facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.primefocus.com/investor-centre/resources/>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA in case the shares are held in physical form.
25. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
26. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant(s) and holdings should be verified.
27. The Members, whose unclaimed shares have been transferred to IEPF, may claim the same by making application to the IEPF authority in Form No. IEPF-5 available on www.iepf.gov.in for details of unclaimed shares transferred to IEPF please refer company's website viz. www.primefocus.com. The Member/ Claimant can file only one consolidated claim in a Financial Year as per IEPF Rules.

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

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ("MCA") and MCA Circulars. The forthcoming Annual General Meeting ("AGM") will thus be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the

authorized e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.primefocus.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
8. In continuation of this Ministry's General Circular No. 20/2020, dated May 05, 2020, General Circular No. 02/2022 dated May 05, 2022 and Circular no. 10/2022 dated December 28, 2022, Circular no. 09/2023 dated September 25, 2023 and Circular no. 09/2024 dated September 19, 2024 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2025, to conduct their AGMs on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 and as per MCA circular no. 02/2022 and 03/2022 dated May 05, 2022, MCA

Circular no. 10/2022 dated December 28, 2022, MCA Circular no.09/2023 dated September 25, 2023 and MCA Circular no. 09/2024 dated September 19, 2024.

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 Friday, September 26, 2025 and ends at 05:00 p.m. (IST) on Monday, September 29, 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. **Tuesday, September 23, 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 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 e-voting 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 .	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). <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB).	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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 (BR) and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. ir.india@primefocus.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at ir.india@primefocus.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number / folio number, email id and mobile number at Company's email address viz. ir.india@primefocus.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no 1800-21-09911.
5. 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 **Friday, September 26, 2025 at 9:00 a.m. (IST)** and ends on **Monday, September 29, 2025 at 5:00 p.m. (IST)**. E-voting shall be disabled by CDSL at **5:00 p.m. (IST)** on **Monday, September 29, 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 **Tuesday, September 23, 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 e-voting module shall be disabled by CDSL for voting. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, or through e-voting at the AGM.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may follow the same procedure as mentioned above for e-Voting.
4. The scrutinizer shall, immediately after the conclusion of the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and issue a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Scrutinizer shall issue his report within the stipulated timelines under the applicable laws.

The Result of the voting declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.primefocus.com 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. Tuesday, September 30, 2025.
6. Since the AGM will be held through VC / OAVM, the Route Map of the venue of the AGM is not annexed in this Notice.

By Order of the Board of Directors

Parina Shah
Company Secretary
ACS 18061

Place: Mumbai
Date: August 13, 2025

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

EXPLANATORY STATEMENT

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

The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “**Act**”), as amended from time to time, in respect of the Special Business under Item Nos. 3 to 15 as set out above and details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) are annexed hereto.

Item No. 3

The Board at its meeting held on May 27, 2025, based on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. D. M. Zaveri & Co., Company Secretaries (Membership no. FCS – 5418 and Certificate of Practice no. - 4363), Mumbai, a peer reviewed firm as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the Members of the Company.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Credentials of the Secretarial Auditor:

M/s. D. M. Zaveri & Co. (the “**Firm**”), is a reputed firm of practicing Company Secretaries with over 24 years of experience. The Firm specializes in delivering comprehensive professional services across Corporate Laws, Secretarial Audit, Due Diligence Audits, Compliance Audits, SEBI Regulations and FEMA Regulations Securities law including Corporate Governance & CSR, Capital markets, RBI, etc. In terms of Regulation 24A of Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than 2 (Two) terms of 5 (Five) consecutive years. M/s. D. M. Zaveri & Co. is eligible for appointment for a period of 5 (Five) consecutive years. Over the years, M/s. D. M. Zaveri & Co., has built a diverse client base and has served many corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

M/s. D. M. Zaveri & Co. has given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India (ICSI). They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980

and Rules and Regulations made thereunder, and the SEBI Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. The firm is peer reviewed in terms of the guidelines issued by the ICSI.

Terms and conditions of appointment & remuneration:

a. Term of appointment:

5 (Five) consecutive years commencing from April 01, 2025 up to March 31, 2030.

b. Remuneration:

₹2,00,000 (Rupees Two Lakh only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for Financial Year ending March 31, 2026.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, which is in line with the industry benchmark. Besides the Secretarial Audit services, the Company may also obtain certifications from them under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

Fee for subsequent year(s): The Board of Directors and the Audit Committee shall approve revisions to the remuneration for the remaining part of the tenure.

c. Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of Mr. Dharmesh Zaveri, Proprietor of M/s. D. M. Zaveri & Co. for providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. D. M. Zaveri & Co.

d. Any material change in the fee payable to such Auditor from that paid to the outgoing auditor along with the rationale for such change :

Not Applicable

Based on the recommendations of the Audit Committee, and the factors stated above, the Board of Directors have approved and recommended the aforesaid proposal for approval of Members. the Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

Item No. 4

Mr. Naresh Malhotra (DIN: 00004597), was appointed as a Chairman and Whole-Time Director, for a period of 3 (Three) years w.e.f. from May 01, 2023. His tenure expires on April 30, 2026. The Board at its meeting held on August 13, 2025 has approved the re-appointment of Mr. Naresh Malhotra as a Chairman and Whole-Time Director, for a period of 3 (Three) years w.e.f. May 01, 2026 on the terms and conditions as recommended by the Nomination and Remuneration Committee, subject to approval of shareholders.

Section 196(3) of the Companies Act, 2013 (the "Act") read with Part I of Schedule V of the Act (as amended) provides that no company shall appoint or continue the employment of any person as a Managing Director, Whole-Time Director or Manager, who has attained the age of 70 years, unless it is approved by the shareholders as a special resolution. Mr. Naresh Malhotra is over 70 years as on the date of his proposed appointment (i.e. May 01, 2026). Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and active role in the business of the Company, it is proposed to seek the shareholders' approval

for the re-appointment of Mr. Naresh Malhotra as a Chairman and Whole-Time Director for a period of 3 (Three) years w.e.f. May 01, 2026 and pay a remuneration of upto ₹ 1,80,00,000/- (Rupees One Crore and Eighty Lakhs only) per annum to him in terms of the applicable provisions of the Act and the rules thereunder (as amended).

During the term of employment of the Whole-Time Director, if in any Financial Year, the Company does not earn adequate profit as contemplated under the provisions of Schedule V of the Act (as amended from time to time), the remuneration shall be paid as per the conditions and monetary ceiling prescribed in Schedule V of the Companies Act, 2013 (as amended from time to time), unless otherwise approved by the shareholders. Mr. Naresh Malhotra has furnished the consent / declarations for his re-appointment as required under the Act, rules and the Listing Regulations. Further, Naresh Malhotra is not disqualified from being re-appointed as the Chairman and Whole-Time Director in terms of Section 164 of the Act.

The Board recommends passing of the Special Resolution as set out in Item No. 4 of this Notice.

Except for Mr. Naresh Malhotra and Mr. Namit Malhotra, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice for the approval of the Shareholders.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Naresh Malhotra under Section 190 of the Act.

Statement pursuant to Schedule V to the Companies Act, 2013

I. General Information:

1	Nature of Industry.	Motion Pictures, video and television programme post-production activities.			
2	Date or expected date of commencement of commercial production.	Not applicable (The Company is an existing company)			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable			
4	Financial performance based on given indicators (Standalone).	(₹ in Lakhs)			
		Particulars	Financial Year 2024-25	Financial Year 2023-24	Financial Year 2022-23
		Total income from operations	3,975.84	3,344.75	4,074.21
		Profit / Loss After Tax	18,589.65	(32.23)	(2,431.82)
5	Foreign investments or Collaborators, if any.	The Company has made investments in the following overseas direct subsidiaries:- 1. PF World Limited 2. PF Investment Limited			

II. Information about the Appointee:

1. Background Details:

A visionary and pioneer in the Indian Media and Entertainment (M&E) industry, Naresh Malhotra has been instrumental in shaping the landscape of modern Indian filmmaking and television production. Best known as the producer of the iconic Amitabh Bachchan starrer Shahenshah, Naresh's career reflects his foresight and dedication to innovation in the industry. Recognising the potential of India's burgeoning television industry in the 1990s, Naresh established the country's first digital audio studio, paving the way for advancements in audio post-production. Naresh served as Chairman of the Board at Prime Focus from its inception in 1997 until June 2014.

2. Past Remuneration: For the Financial Year 2024-2025, the remuneration of Mr. Naresh Malhotra was ₹ 1,80,00,000/- (Rupees One Crores and Eighty Lakhs only) per annum.

3. Recognition or Awards: Mr. Naresh Malhotra received the prestigious Dadasaheb Phalke Award for his immense contribution to, and excellence in the video and films industry.

4. Job profile and his suitability: Mr. Naresh Malhotra has been responsible for the development, growth and strategy of the Prime Focus group of Companies. His experience and dedicated services has always added to the overall growth of the Company.

5. Remuneration proposed: Upto ₹ 1,80,00,000/- (Rupees One Crores and Eighty Lakhs only) per annum.

The Company intends to pay the maximum amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to obtain approval of the Members by way of special resolution in this regard. The remuneration payable to the Whole-Time Directors has been benchmarked with the remuneration being drawn by similar positions in similar industry.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Considering the industry in which the Company operates, the size of the business as well as the profile of Mr. Naresh Malhotra and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies in the industry.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel or other director, if any:

Mr. Naresh Malhotra is father of Mr. Namit Malhotra who is Non-Executive Director of the Company. They have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company.

III. Other Information:

1. Reasons of loss or inadequate profits:

The Company has not incurred loss in the preceding Financial Year 2024-25. However, contingency in relation to loss or inadequacy of profit in the subsequent financial years cannot be ruled out. Hence, approval of the Shareholders by way of Special Resolution is being sought to pay remuneration as minimum remuneration to Mr. Naresh Malhotra, Whole-Time Director during his respective tenure of re-appointment / appointment.

2. Steps taken or proposed to be taken for improvement:

Company has channelled all its efforts to increase revenue in focused manner by cross selling all its services to its customers. This would help Company to be in higher growth trajectory and generate profits.

3. Expected increase in productivity and profits in measurable terms:

The management has adopted focused and aggressive business strategies in all spheres of business to improve profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

IV. Disclosures:

The prescribed disclosures with respect to remuneration and other information shall be mentioned in the Corporate Governance section of the Annual Report of the Company.

Item No. 5 to 15

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, effective April 01, 2022, states that all material related party transactions with an aggregate value exceeding ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of Members by means of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at arm's length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also expanded the definition of related party transaction which now includes within its ambit a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022, clarified that in case of omnibus approval for material related party transactions is obtained from the shareholders in mode other than AGM, validity of such omnibus approvals shall not exceed one year and if approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. Accordingly, in line with the said SEBI Circular, the said resolution is being presented for the approval of shareholders, so as to extend the validity of shareholders approval for this resolution until the next Annual General Meeting of the Company for a period not exceeding fifteen months to be held in FY 2026-27.

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

The Company /Subsidiaries of the Company now proposes to enter into related party transactions as provided in resolutions at Item Nos. 5 to 15, during FY 2025-26 and FY 2026-27, at the agreed terms of the transactions. Accordingly, the approval of the shareholders is being sought for the resolutions contained at Item Nos. 5 to 15 of the accompanying Notice.

Item no. 5

Details of proposed RPTs between the Company and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between the Company and certain Identified Related Parties of the Company	
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a	Name of the Related Party	DNEG India Media Services Limited	Prime Focus Technologies Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transactions	a) Availing and rendering of services; b) Purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) Transfer of any resources, services or obligations to meet its business objectives/requirements; d) Reimbursement of expenses including recharge received and recharge given; e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon.	
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.	
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27.	Financial Year 2025-26 and 2026-27.
f	Value of the proposed transaction.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided) *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024- 25.	a. 14.13% and 14.13% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 52.57% and 52.57%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2025-26 and 2026-27 respectively.	a. 14.13% and 14.13% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 207.93% and 207.93%* of annual turnover of Prime Focus Technologies Limited for the Financial Year 2025-26 and 2026-27 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.		
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals

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

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

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

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

Item no. 6

Details of proposed RPTs between DNEG India Media Services Limited and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between DNEG India Media Services Limited and certain Identified Related Parties of the Company				
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.					
a	Name of the Related Party.	DNEG S.A.R.L.	Double Negative Montreal Productions Ltd.	Double Negative Limited	DNEG Australia PTY Ltd.	Prime Focus Technologies Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company

S. No.	Description	Details of proposed RPTs between DNEG India Media Services Limited and certain Identified Related Parties of the Company				
c	Type of the proposed transaction.	a) Availing and rendering of services; b) Purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) Transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Reimbursement of expenses including recharge received and recharge given; e) Advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) Allocation of expenses towards grant of Stock Option; g) Purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity.				
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.				
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27.	Financial Year 2025-26 and 2026-27.	Financial Year 2025-26 and 2026-27.	Financial Year 2025-26 and 2026-27.	Financial Year 2025-26 and 2026-27.
f	Value of the proposed transaction.	Shall not exceed ₹ 750 Crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,200 crores and ₹ 1,200 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 600 crores and ₹ 600 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 21.20 % and 21.20 % of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 78.85% and 78.85%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 2709.89% and 2709.89%* of annual turnover of DNEG S.A.R.L. Financial Year 2025-26 and 2026-27 respectively.	a. 28.27% and 28.27% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 105.13% and 105.13%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 49.26% and 49.26%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2025-26 and 2026-27 respectively.	a. 33.92% and 33.92 % of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 126.16% and 126.16%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 711.14% and 711.14%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively.	a. 16.96% and 16.96% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 63.08% and 63.08%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 214.90% and 214.90%* of annual turnover of DNEG Australia PTY Ltd. for the Financial Year 2025-26 and 2026-27 respectively.	a. 14.13% and 14.13% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 52.57% and 52.57%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 207.93% and 207.93%* of annual turnover of Prime Focus Technologies Limited for the Financial Year 2025-26 and 2026-27 respectively.

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

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

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

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

Item No. 7

Details of proposed RPTs between Double Negative Montreal Productions Ltd. and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between Double Negative Montreal Productions Ltd. and certain Identified Related Parties of the Company				
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.					
a	Name of the Related Party.	Prime Focus International Services UK Limited	DNEG North America, Inc.	DNEG S.A.R.L.	Double Negative Films Limited	DNEG Australia PTY Ltd
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments.				
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.				
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 2,550 crores and ₹ 2,550 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 4,000 crores and ₹ 4,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 550 crores and ₹ 550 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,300 crores and ₹ 1,300 crores for the Financial Year 2025-26 and 2026-27 respectively.

S. No.	Description	Details of proposed RPTs between Double Negative Montreal Productions Ltd. and certain Identified Related Parties of the Company				
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 14.13% and 14.13% of the annual consolidated turnover of the Company for the Financial Year 2025- 26 and 2026-27 respectively. b. 24.63% and 24.63%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2025- 26 and 2026-27 Respectively c. 3783.19% and 3783.19%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2025- 26 and 2026-27 respectively.	a. 72.08% and 72.08% of the annual consolidated turnover of the Company for the Financial Year 2025- 26 and 2026-27 respectively. b. 125.61% and 125.61%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2025- 26 and 2026-27 respectively. c. 2703.93% and 2703.93%* of annual turnover of DNEG North America, Inc. for the Financial Year 2025- 26 and 2026-27 respectively.	a. 113.06% and 113.06% of the annual consolidated turnover of the Company for the Financial Year 2025- 26 and 2026-27 respectively. b. 197.03% and 197.03%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2025- 26 and 2026-27 respectively. c. 14452.75% and 14452.75%* of annual turnover of DNEG S.A.R.L., for the Financial Year 2025- 26 and 2026-27 respectively	a. 15.55% and 15.55% of the annual consolidated turnover of the Company for the Financial Year 2025- 26 and 2026-27 respectively. b. 27.09% and 27.09%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2025- 26 and 2026-27 respectively. c. 462.23% and 462.23%* of annual turnover of Double Negative Films Limited for the Financial Year 2025- 26 and 2026-27 respectively	a. 36.74% and 36.74% of the annual consolidated turnover of the Company for the Financial Year 2025- 26 and 2026-27 respectively. b. 64.03% and 64.03%* of annual turnover of Double Negative Montreal Productions Ltd. for the Financial Year 2025- 26 and 2026-27 respectively. c. 465.61% and 465.61%* of annual turnover of DNEG Australia PTY Ltd for the Financial Year 2025- 26 and 2026-27 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.					
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,					
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 				
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement

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

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

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

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

Item no. 8

Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a	Name of the Related Party.	DNEG S.A.R.L.	Double Negative Films Limited	DNEG North America, Inc.	Prime Focus International Services UK Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company

S. No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company			
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments. h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.			
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 6,000 crores and ₹ 6,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 2,000 crores and ₹ 2,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 4,500 crores and ₹ 4,500 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 169.59% and 169.59% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 3555.72% and 3555.72%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 21679.12% and 21679.12%* of annual turnover of DNEG S.A.R.L. for the Financial Year 2025-26 and 2026-27 respectively.	a. 56.53% and 56.53% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 1185.24% and 1185.24%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 1680.84% and 1680.84%* of annual turnover of Double Negative Films Limited for the Financial Year 2025-26 and 2026-27 respectively.	a. 127.19% and 127.19 % of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 2666.79% and 2666.79%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 4771.65% and 4771.65%* of annual turnover of DNEG North America, Inc. for the Financial Year 2025-26 and 2026-27 respectively.	a. 28.27% and 28.27% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively b. 592.62% and 592.62%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 7566.38% and 7566.38%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2025-26 and 2026-27 respectively.

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

S. No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a	Name of the Related Party.	Double Negative Holdings Limited	DNEG Australia Pty Ltd	Double Negative Montréal Productions Ltd	Brahma AI Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company

S. No.	Description	Details of proposed RPTs between Double Negative Limited and certain Identified Related Parties of the Company			
c	Type of the proposed transaction..	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.			
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,500 crores and ₹ 1,500 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 5,000 crores and ₹ 5,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 28.27% and 28.27 % of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 592.62% and 592.62%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively. c. *Annual turnover of Double Negative Holdings Limited is Nil.	a. 42.40% and 42.40 % of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 888.93% and 888.93%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 537.24% and 537.24%* of annual turnover of DNEG Australia PTY Ltd for the Financial Year 2025-26 and 2026-27 respectively.	a. 141.33% and 141.33% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 2963.10% and 2963.10%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively. c. 246.29% and 246.29%* of annual turnover of Double Negative Montréal Productions Ltd for the Financial Year 2025-26 and 2026-27 respectively.	a. 28.27% and 28.27% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 592.62% and 592.62%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively. c. *Annual turnover of Brahma AI Limited is Nil.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.				
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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

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

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

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

Item no. 9

Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a	Name of the Related Party.	DNEG India Media Services Limited	DNEG S.A.R.L.	Double Negative Toronto Productions Ltd.	Double Negative Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company

S. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company			
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.			
d	Material terms and particulars of contract/arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 500 crores and ₹ 500 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 14.13% and 14.13% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 131.99% and 131.99%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2025-26 and 2026-27 respectively. c. 52.57% and 52.57%* of annual turnover of DNEG India Media Services Limited for the Financial Year 2025-26 and 2026-27 respectively.	a. 28.27% and 28.27% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 263.99% and 263.99%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2025-26 and 2026-27 respectively. c. 3613.19% and 3613.19%* of annual turnover of DNEG S.A.R.L. for the Financial Year 2025-26 and 2026-27 respectively	a. 28.27% and 28.27% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 263.99% and 263.99%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2025-26 and 2026-27 respectively. c. 2593.49% and 2593.49%* of annual turnover of Double Negative Toronto Productions Ltd for the Financial Year 2025-26 and 2026-27 respectively.	a. 28.27% and 28.27% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 263.99% and 263.99%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2025-26 and 2026-27 respectively. c. 592.62% and 592.62%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.				
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals

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

S. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company		
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.			
a	Name of the Related Party.	Double Negative Montréal Productions Ltd.	DNEG North America, Inc.	DNEG Australia PTY Ltd.
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company

S. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company			
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.			
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 197.99% and 197.99%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2025-2026 and 2026-2027 respectively. c. 36.94% and 36.94%* of annual turnover of Double Negative Montréal Productions Ltd for the Financial Year 2025-26 and 2026-27 respectively.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 197.99% and 197.99%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2025-26 and 2026-27 respectively. c. 795.27% and 795.27%* of annual turnover of DNEG North America, Inc. for the Financial Year 2025-26 and 2026-27 respectively.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 197.99% and 197.99%* of annual turnover of Double Negative Canada Productions Ltd. for the Financial Year 2025-26 and 2026-27 respectively. c. 268.62% and 268.62%* of annual turnover of DNEG Australia PTY Ltd for the Financial Year 2025-26 and 2026-27 respectively.	
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.				
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement

S. No.	Description	Details of proposed RPTs between Double Negative Canada Productions Ltd. and certain Identified Related Parties of the Company		
3	Justification as to why the RPT is in the interest of the listed entity.	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.		
4	A copy of the valuation or other external party report, if any such report has been relied upon.	All contracts with related parties are reviewed for arm's length testing.		
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the Members.	Not Applicable	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Vikas Rathee, Mr. Rohan Desai, Mr. Bharat Dighe and Mr. Chris Pflug, Directors and KMP of Double Negative Canada Productions Limited are also Directors and KMP in Double Negative Montréal Productions Ltd.	Mr. Vikas Rathee and Mr. Bharat Dighe, Directors and KMP of Double Negative Canada Productions Limited are also Directors and KMP in DNEG North America, Inc.	Mr. Chris Pflug and Mr. Bharat Dighe, Directors of Double Negative Canada Productions Limited are also Directors or KMP in DNEG Australia PTY Ltd.
7	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.		

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

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

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

Item no. 10

Details of proposed RPTs between DNEG S.A.R.L. and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between DNEG S.A.R.L. and certain Identified Related Parties of the Company				
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.					
a	Name of the Related Party.	DNEG North America, Inc.	Prime Focus International Services UK Limited	Double Negative Films Limited	Double Negative Toronto Productions Ltd.	DNEG Australia PTY Ltd.
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments; h) Issue of Equity Shares/ Conversion of loan to equity; i) Payment/ receipt of Dividend.				

S. No.	Description	Details of proposed RPTs between DNEG S.A.R.L. and certain Identified Related Parties of the Company				
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.				
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 2,450 crores and ₹ 2,450 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,000 crores and ₹ 1,000 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,500 crores and ₹ 1,500 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 1,150 crores and ₹ 1,150 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 69.25% and 69.25% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 8852.31% and 8852.31%* of annual turnover of DNEG S.A.R.L. for the financial year 2025-26 and 2026-27 respectively. c. 2597.90% and 2597.90%* of annual turnover of DNEG North America, Inc. for the Financial Year 2025-26 and 2026-27 respectively.	a. 28.27% and 28.27% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 3613.19% and 3613.19%* of annual turnover of DNEG S.A.R.L. for the financial year 2025-26 and 2026-27 respectively. c. 7566.38% and 7566.38%* of annual turnover of Prime Focus International Services UK Limited for the Financial Year 2025-26 and 2026-27 respectively.	a. 42.40% and 42.40% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 5419.78% and 5419.78%* of annual turnover of DNEG S.A.R.L. for the financial year 2025-26 and 2026-27 respectively. c. 1260.63% and 1260.63%* of annual turnover of Double Negative Films Limited for the Financial Year 2025-26 and 2026-27 respectively.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 2709.89% and 2709.89%* of annual turnover of DNEG S.A.R.L. for the financial year 2025-26 and 2026-27 respectively. c. 1945.12% and 1945.12%* of annual turnover of Double Negative Toronto Productions Ltd for the Financial Year 2025-26 and 2026-27 respectively.	a. 32.51% and 32.51% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 4155.16% and 4155.16%* of annual turnover of DNEG S.A.R.L. for the financial year 2025-26 and 2026-27 respectively. c. 411.88% and 411.88%* of annual turnover of DNEG Australia PTY Ltd for the Financial Year 2025-26 and 2026-27 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.					
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,					
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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

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

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

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

Item no. 11

Details of proposed RPTs between DNEG North America, Inc. and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between DNEG North America, Inc. and certain Identified Related Parties of the Company	
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a	Name of the Related Party.	Prime Focus Technologies, Inc.	DNEG Australia PTY Ltd.
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments.	
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.	
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 795.27% and 795.27%* of annual turnover of DNEG North America, Inc. for the Financial Year 2025-26 and 2026-27 respectively. c. 830.36% and 830.36%* of annual turnover of Prime Focus Technologies, Inc. for the Financial Year 2025-26 and 2026-27 respectively.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 795.27% and 795.27%* of annual turnover of DNEG North America, Inc. for the Financial Year 2025-26 and 2026-27 respectively. c. 268.62% and 268.62%* of annual turnover of DNEG Australia PTY Ltd. for the Financial Year 2025-26 and 2026-27 respectively
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.		
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,		
	- Nature of indebtedness	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 	
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Working Capital Requirement	Working Capital Requirement

S. No.	Description	Details of proposed RPTs between DNEG North America, Inc. and certain Identified Related Parties of the Company	
3	Justification as to why the RPT is in the interest of the listed entity.	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.	
4	A copy of the valuation or other external party report, if any such report has been relied upon.	All contracts with related parties are reviewed for arm's length testing.	
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the Members.	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Bharat Dighe, Director of DNEG North America, Inc. is also a Director in Prime Focus Technologies, Inc.	Mr. Bharat Dighe, Director of DNEG North America, Inc. is also a Director in DNEG Australia PTY Ltd.
7	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

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

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

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

Item no. 12

Details of proposed RPTs between Double Negative Holdings Limited and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between Double Negative Holdings Limited and certain Identified Related Parties of the Company		
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.			
a	Name of the Related Party.	Brahma AI Holdings Limited	Brahma AI Limited	Double Negative Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments.		
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.		
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹750 crores and ₹750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹750 crores and ₹750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹750 crores and ₹750 crores for the Financial Year 2025-26 and 2026-27 respectively.

S. No.	Description	Details of proposed RPTs between Double Negative Holdings Limited and certain Identified Related Parties of the Company			
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. a. *Annual turnover of Double Negative Holdings Limited is Nil. b. *Annual turnover of Brahma AI Holdings Limited is Nil.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Double Negative Holdings Limited is Nil. a. Annual turnover of Brahma AI Limited is Nil.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. a. * Annual turnover of Double Negative Holdings Limited is Nil. b. 444.47% and 444.47%* of annual turnover of Double Negative Limited for the Financial Year 2025-26 and 2026-27 respectively.	
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.				
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	
	- Tenure	Not Applicable	Not Applicable	Not Applicable	
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none">Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies.Interest Rate: Rate of Interest would be cost of funds + spread.Unsecured Borrowings.			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	
3	Justification as to why the RPT is in the interest of the listed entity.	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon.	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the Members.	Not Applicable	Not Applicable	Not Applicable	
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Namit Malhotra, director of Double Negative Holdings Limited is also a director in Brahma AI Holdings Limited.	Mr. Namit Malhotra and Mr. Vikas Rathee, directors of Double Negative Holdings Limited are also directors in Brahma AI Limited.	Mr. Namit Malhotra, Mr. Vikas Rathee and Mr. Chris Pflug, Directors of Double Negative Holdings Limited are also directors in Double Negative Limited.	
7	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

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

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

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

Item no. 13

Details of proposed RPTs between Brahma AI Limited and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between Brahma AI Limited and certain Identified Related Parties of the Company			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a	Name of the Related Party.	Brahma AI Services UK Limited (Formerly Metaphysic Limited)	Metaphysic Inc.	Prime Focus Technologies Limited	Prime Focus Technologies Inc.
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments.			
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Limited is Nil. c. 15791.55% and 15791.55%* of annual turnover of Brahma AI Services UK Limited (Formerly Metaphysics Limited) for the Financial Year 2025-26 and 2026-27 respectively	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Limited is Nil. c. 417191.27% and 417191.27%* of annual turnover of Metaphysic Inc. for the Financial Year 2025-26 and 2026-27 respectively	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Limited is Nil. c. 311.90 % and 311.90%* of annual turnover of Prime Focus Technologies Limited for the Financial Year 2025-26 and 2026-27 respectively	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Limited is Nil. c. 830.36% and 830.36%* of annual turnover of Prime Focus Technologies Inc. for the Financial Year 2025-26 and 2026-27 respectively

S. No.	Description	Details of proposed RPTs between Brahma AI Limited and certain Identified Related Parties of the Company			
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.				
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
3	Justification as to why the RPT is in the interest of the listed entity.	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon.	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the Members.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	None of the Directors or KMP of Brahma AI Limited are Directors or KMP of Brahma AI Services UK Limited (Formerly Metaphysic Limited).	None of the Directors or KMP of Brahma AI Limited are Directors or KMP in Metaphysic Inc.	Mr. Namit Malhotra Directors or KMP of Brahma AI Limited is also Directors or KMP in Prime Focus Technologies Limited.	None of the Directors or KMP of Brahma AI Limited is Directors or KMP in Prime Focus Technologies Inc.
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.			

S. No.	Description	Details of proposed RPTs between Brahma AI Limited and certain Identified Related Parties of the Company			
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a	Name of the Related Party.	Prime Focus Technologies UK Limited.	Brahma AI Services USA Inc.	Brahma AI Canada (Formerly DAX Cloud ULC)	Brahma AI Holdings Limited
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments.			

S. No.	Description	Details of proposed RPTs between Brahma AI Limited and certain Identified Related Parties of the Company			
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.			
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Limited is Nil. c. 918.82% and 918.82%* of annual turnover of Prime Focus Technologies UK Limited for the Financial Year 2025-26 and 2026-27 respectively	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Limited is Nil. c. Annual turnover of Brahma AI Services USA Inc. is Nil.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Limited is Nil. c. 424326.13% and 424326.13%* of annual turnover of Brahma AI Canada (Formerly DAX Cloud ULC) for the Financial Year 2025-26 and 2026-27 respectively	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Limited is Nil. c. *Annual turnover of Brahma AI Holdings Limited is Nil.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.				
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none"> Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies. Interest Rate: Rate of Interest would be cost of funds + spread. Unsecured Borrowings. 			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
3	Justification as to why the RPT is in the interest of the listed entity.	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon.	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the Members.	Not Applicable	Not Applicable	Not Applicable	Not Applicable

S. No.	Description	Details of proposed RPTs between Brahma AI Limited and certain Identified Related Parties of the Company			
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	None of the Directors or KMP of Brahma AI Limited are Directors or KMP in Prime Focus Technologies UK Limited	None of the Directors or KMP of Brahma AI Limited are Directors or KMP in Brahma AI Services USA Inc.	None of the Directors or KMP of Brahma AI Limited are Directors or KMP in Brahma AI Canada Inc. (Formerly DAX Cloud ULC)	Mr. Namit Malhotra, Directors or KMP in Brahma AI Limited is also Directors or KMP in Brahma AI Holdings Limited.
7	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

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

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

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

Item no. 14

Details of proposed RPTs between Brahma AI Services UK Limited (Formerly known as Metaphysic Limited) and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

Sr. No.	Description	Details of proposed RPTs between Brahma AI Services UK Limited (Formerly known as Metaphysic Limited) and certain Identified Related Parties of the Company		
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.			
a	Name of the Related Party.	Metaphysic, Inc.	Prime Focus Technologies Limited	Brahma AI Canada Inc. (Formerly DAX Cloud ULC)
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments.		
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments in which the Company operates.		
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively

Sr. No.	Description	Details of proposed RPTs between Brahma AI Services UK Limited (Formerly known as Metaphysic Limited) and certain Identified Related Parties of the Company			
g	The percentage of the listed entity/s annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 15791.55% and 15791.55%* of standalone Annual turnover of Brahma AI Services UK Limited for financial year 2025-26 and 2026-27 respectively. c. 417191.27% and 417191.27%* of annual turnover of Metaphysic Inc. for the Financial Year 2025-26 and 2026-27 respectively	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 15791.55% and 15791.55%* of standalone Annual turnover of Brahma AI Services UK Limited for financial year 2025-26 and 2026-27 respectively. c. 311.90% and 311.90%* of annual turnover of Prime Focus Technologies Limited for the Financial Year 2025-26 and 2026-27 respectively	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. 15791.55% and 15791.55%* of standalone Annual turnover of Brahma AI Services UK Limited for financial year 2025-26 and 2026-27 respectively. c. 424326.13% and 424326.13%* of annual turnover of Brahma AI Canada Inc. for the Financial Year 2025-26 and 2026-27 respectively	
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.				
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,				
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	
	- Tenure	Not Applicable	Not Applicable	Not Applicable	
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none">Applicable Terms, Tenure & Repayment Schedule: As mutually agreed under the agreement loans and borrowings between the Companies.Interest Rate: Rate of Interest would be cost of funds + spread.Unsecured Borrowings.			
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	
3	Justification as to why the RPT is in the interest of the listed entity.	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.			
4	A copy of the valuation or other external party report, if any such report has been relied upon.	All contracts with related parties are reviewed for arm's length testing.			
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the Members.	Not Applicable	Not Applicable	Not Applicable	
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	None of Director or KMP of Brahma AI Services UK Limited (Formerly known as Metaphysic Limited) are Director or KMP or KMP in Metaphysic Inc.	None of directors of Brahma AI Services UK Limited (Formerly known as Metaphysic Limited) are Director or KMP in Prime Focus Technologies Limited	None of the Directors or KMP of Brahma AI Services UK Limited (Formerly known as Metaphysic Limited) are Directors or KMP in Brahma AI Canada Inc. (Formerly DAX Cloud ULC)	
7	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

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

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

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

Item no. 15

Details of proposed RPTs between Brahma AI Holdings Limited and certain Identified Related Parties of the Company including the information required to be disclosed in the Explanatory Statement pursuant to SEBI Master Circular bearing reference no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

S. No.	Description	Details of proposed RPTs between Brahma AI Holdings Limited and certain Identified Related Parties of the Company	
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a	Name of the Related Party.	Brahma AI Services USA Inc.	Metaphysic Inc.
b	Nature of relationship [including nature of its concern or interest (financial or otherwise)].	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction.	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option; g) purchase/ sale of investments.	
d	Material terms and particulars of contract/ arrangement.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	
e	Tenure of the proposed transaction.	Financial Year 2025-26 and 2026-27	Financial Year 2025-26 and 2026-27
f	Value of the proposed transaction.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.	Shall not exceed ₹ 750 crores and ₹ 750 crores for the Financial Year 2025-26 and 2026-27 respectively.
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover* on a standalone basis shall be additionally provided). *The Subsidiary's annual turnover on a standalone basis is considered for the Financial Year 2024-25.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Holdings Limited is Nil. c. *Annual turnover of Brahma AI Services USA Inc. is Nil.	a. 21.20% and 21.20% of the annual consolidated turnover of the Company for the Financial Year 2025-26 and 2026-27 respectively. b. *Annual turnover of Brahma AI Holdings Limited is Nil. c. 417191.27% and 417191.27%* of annual turnover of Metaphysic Inc. for the Financial Year 2025-26 and 2026-27 respectively.
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.		
a	Details of the source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,		
	- Nature of indebtedness	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable

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

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

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

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

ANNEXURE TO THE NOTICE

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

Name of the Director	Mr. Namit Malhotra	Mr. Naresh Malhotra
Director's Identification Number (DIN)	00004049	00004597
Designation and Category of Director	Non-Executive Director, Liable to retire by rotation.	Chairman and Whole-Time Director, liable to retire by rotation.
Date of first appointment on the Board of the Company.	Since incorporation of the Company (i.e. June 24, 1997).	Since incorporation of the Company (i.e. June 24, 1997).
Date of Birth	April 02, 1976	October 02, 1944
Age (Years)	49	80
Qualifications	Bachelors of Commerce	Bachelors of Commerce
Nationality	Indian	Indian
Brief resume, Experience and Expertise in Specific Functional Areas.	Namit Malhotra is a visionary entrepreneur who has redefined the global Media and Entertainment landscape. As the founder of Prime Focus, Namit has led its transformation from a small garage startup in Mumbai in 1997 to the world's largest media services company. His journey reflects a relentless pursuit of innovation and a commitment to empowering storytellers with groundbreaking technology and services. Under his leadership, DNEG has won eight Academy Awards® for Best Visual Effects and established itself as a trusted partner for some of the biggest Hollywood and Bollywood productions. Namit's entrepreneurial spirit and drive to nurture talent have solidified Prime Focus's position as a global leader in media services and creative technology.	A visionary and pioneer in the Indian Media and Entertainment (M&E) industry, Naresh Malhotra has been instrumental in shaping the landscape of modern Indian filmmaking and television production. Best known as the producer of the iconic Amitabh Bachchan starrer Shahenshah, Naresh's career reflects his foresight and dedication to innovation in the industry. Recognising the potential of India's burgeoning television industry in the 1990s, Naresh established the country's first digital audio studio, paving the way for advancements in audio post-production. Naresh served as Chairman of the Board at Prime Focus from its inception in 1997 until June 2014
Names of other companies in which the person holds the directorship. (Excludes Private Companies, Foreign Companies, Companies formed under Section 8 of the Companies Act 2013).	<ul style="list-style-type: none"> i. Prime Focus Technologies Limited* ii. Brahma AI India Technologies Private Limited (Formerly known as DNEG Creative Private Limited)* iii. Prime Focus Motion Pictures Limited* *Subsidiary of Prime Focus Limited	<ul style="list-style-type: none"> i. DNEG India Media Services Limited* ii. Prime Focus Motion Pictures Limited* iii. Prime Focus Studios Private Limited (formerly known as PF Studio Private Limited)* *Subsidiary of Prime Focus Limited
Chairmanship / Membership of Committees of the Board. (In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees of the Board are considered Audit committee and Stakeholders' Relationship Committee).	NIL	<ul style="list-style-type: none"> i. Prime Focus Limited: (a) Audit Committee - Member (b) Stakeholders' Relationship Committee - Member
Details of remuneration last drawn (FY 2024-25).	NIL	₹ 1,80,00,000/- p.a.
Details of remuneration sought to be paid.	NIL	Upto ₹ 1,80,00,000/- p.a.
Terms and conditions of appointment or re-appointment.	Terms and Conditions as per the Board / Shareholders Resolution.	Terms and Conditions as per the Board / Shareholders Resolution for re-appointment.
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company.	Mr. Namit Malhotra is a promoter of the Company. Except Mr. Naresh Malhotra and Mr. Namit Malhotra who are related to each other by way of father and son relationship, none of the other Directors, Manager, Key Managerial Personnel of the company are related to Mr. Namit Malhotra.	Mr. Naresh Malhotra is a promoter of the Company. Except Mr. Naresh Malhotra and Mr. Namit Malhotra who are related to each other by way of father and son relationship, none of the other Directors, Manager, Key Managerial Personnel of the Company are related to Mr. Naresh Malhotra.

Name of the Director	Mr. Namit Malhotra	Mr. Naresh Malhotra
No. of shares held in the company as on the date of notice (including as Beneficial Owner) (till the date of this notice)	Shares held in the Company: 1,49,00,000 Equity Shares of Re. 1/- each. Shares held as Beneficial Owner: 15,10,87,289 Equity Shares of Re. 1/- each.	4,35,60,239 Equity Shares of Re. 1/- each.
The number of meetings of the Board attended	FY 2024-25: 2 out of 5 meetings held FY2025-26 (till the date of this Notice): 3 out of 3 meetings held	FY 2024-25: 5 out of 5 meetings held FY2025-26 (till the date of this Notice): 3 out of 3 meetings held
Name of the Listed entities from which director has resigned in the past 3 (Three) years.	None	None
Performance evaluation done or not.	Yes	Yes

By Order of the Board of Directors

Place: Mumbai
Date: August 13, 2025

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

Parina Shah
Company Secretary
ACS 18061