



## PRIME FOCUS LIMITED

CIN: L92100MH1997PLC108981

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

**Tel:** +91 22 2648 4900, **Fax:** +91 22 6715 5001

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

### NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as the “**Act**”), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force; read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) as amended from time to time read with 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 and the latest being General Circular No. 03/2025 dated September 22, 2025 (the “**Relevant Circulars**”) issued by Ministry of Corporate Affairs (“**MCA**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard – 2 on General Meetings (“**SS - 2**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or amendment thereto or re-enactment(s) thereof for the time being in force, the resolution(s) as set out in this notice, on the terms which are set out in the Explanatory Statement attached to this notice, are proposed for consideration by members of Prime Focus Limited (“**the Company**”) for passing by means of Postal Ballot through voting by electronic means only (“**remote e-voting**”). Members are requested to read the instruction in the Notes under the section “**Instructions for Voting through Electronic Means**”. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide Resolution dated January 2, 2026 has appointed Mr. Mehul Raval, Practicing Company Secretary

(Membership No.: ACS-18300, CP No.:24170) to act as a Scrutinizer for conducting the Postal Ballot through remote e-voting process in fair and transparent manner. The Company has received his consent and confirmation about his willingness to act as scrutinizer for the business set out in this Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Rules and Listing Regulations (including any statutory modification(s) or amendments (s) thereto or re-enactment(s) thereof for the time being in force), the Company is pleased to extend remote e-voting facility to enable the Members to cast their votes electronically instead of through the Postal Ballot form(s). Members are requested to cast their votes by remote e-voting only. The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”), for the purpose of providing remote e-voting facility to all its Members.

Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under the Section “**Instructions for Voting through Electronic Means**” in this Notice.

The remote e-voting period commences at **9:00 a.m. (IST) on Thursday, January 8, 2026** and ends at **5:00 p.m. (IST) on Friday, February 6, 2026**.

Upon completion of this process, the Scrutinizer will submit the report to the Chairman of the Company or any other person authorised by the Chairman after the completion of scrutiny of the votes cast through remote e-Voting. The results of Postal Ballot along with the Scrutinizer’s Report will be announced on or before **Sunday, February 8, 2026**. The result of the voting shall be displayed on the notice board of the Company at its Registered Office. The declared result along with the Scrutinizers Report, will be available forthwith on the Company’s website: [www.primefocus.com](http://www.primefocus.com). The results

will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed. Central Depository Services (India) Limited, engaged by the Company for facilitating remote e-voting will also display the result on its website [www.evotingindia.com](http://www.evotingindia.com).

## **SPECIAL BUSINESS**

### **1. To appoint Ms. Shalini Govil Pai (DIN: 11368521) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or amendments(s) thereto or re-enactment(s) thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Shalini Govil Pai (DIN: 11368521), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company in terms of Section 161(1) by the Board of Directors with effect from November 12, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years i.e., from November 12, 2025 to November 11, 2030 (both days inclusive).

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

### **2. To appoint Mr. Nishant Avinash Fadia (DIN: 02648177) as a Non-Executive Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) and read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Nishant Avinash Fadia (DIN: 02648177) who was appointed as an Additional Director (in the capacity of a Non-Executive Director) of the Company in terms of section 161(1) by the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee with effect from November 13, 2025, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

### **3. To appoint Mr. Björgólfur Thor Björgólfsson (DIN: 11452424) as a Non-Executive Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ( the **"Act"**) and read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Björgólfur Thor Björgólfsson (DIN: 11452424) who was

appointed as an Additional Director (in the capacity of a Non-Executive Director) of the Company in terms of section 161(1) by the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee with effect from January 2, 2026, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

**By Order of the Board of Directors  
For Prime Focus Limited**

**Sd/-  
Parina Shah**

**Company Secretary  
M. No.: A18061**

**Place: Mumbai  
Date: January 2, 2026**

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

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 ('Act') and Rule 22 of the Rules setting out the material facts, as amended from time to time, in respect of the Special Business specified above is annexed hereto.
2. The Postal Ballot Notice is being sent in electronic form to the Members who have registered their e-mail address(es) with Registrars and Transfer Agents of the Company/with their Depositories/ Depository Participants. The MCA vide its Relevant Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, the Company has provided a

facility to the Members to exercise their votes electronically through remote e-voting facility provided by CDSL. The instructions for voting through electronic means are annexed to this Notice.

3. This Notice is being sent to all the Members, whose names appeared in the Register of Members / Record of Depositories on **December 31, 2025 ("Cut-off date")**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Members receiving this Notice of Postal Ballot whose names do not appear in the Register of Members/Statement of Beneficial Ownership as mentioned above, should treat this Notice for information purposes only.
4. This Notice will be displayed on the website of the Company viz., [www.primefocus.com](http://www.primefocus.com) and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com). The Notice shall also be uploaded on website of both the stock exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
5. The dispatch of this Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in newspapers and published on the website of the Company.
6. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on **December 31, 2025**. A Member cannot exercise their vote by proxy on Postal Ballot.
7. The remote e-voting period commences at **9:00 a.m. (IST) on Thursday, January 8, 2026** and will end at **5:00 p.m. (IST) on Friday, February 6, 2026**, after which the remote e-voting will be disabled and voting shall not be allowed beyond the said date and time. During this period, Members of the Company holding shares as on the cut-off date i.e. **December 31, 2025**, may cast their vote electronically. Once the Member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
8. The resolutions, if passed by the requisite majority shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Friday, February 6, 2026**.
9. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection without any fee by the Members through electronic mode. The Members are requested to write to the Company at [ir.india@primefocus.com](mailto:ir.india@primefocus.com) up to **Friday, February 6, 2026** for the inspection of the said documents.

10. Members who have not registered their e-mail address(es) are requested to register the same with the Depository Participant(s) for sending future communication(s) in electronic form.
11. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

#### INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

Instructions to Members for remote e-voting 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 on **Thursday, January 8, 2026 at 9:00 a.m. (IST) and ends on Friday, February 6, 2026 at 5:00 p.m. (IST)**. During this period Members' of the Company, holding shares as on the cut-off date i.e. **December 31, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** and under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide

remote e-voting facility to its members, in respect of all members' resolutions. However, it has been observed that the participation by the public non-institutional members/ retail members 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 Members.

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.**

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 for Individual members holding securities in Demat mode CDSL / NSDL** is given below:

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

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

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

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

**(iv) Login method for e-Voting for Physical Members and members other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Members and other than individual Members holding shares in Demat
PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members).</li> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.



(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvi) Additional Facility for Non – Individual Members and Custodians –For Remote Voting only**

- Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [ir.india@primefocus.com](mailto:ir.india@primefocus.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ir.india@primefocus.com](mailto:ir.india@primefocus.com) / [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com).
2. For Demat members - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
4. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800-21 09911.

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

**Other Instructions:**

1. The period for e-voting starts on **Thursday, January 8, 2026 at 9:00 a.m. (IST)** and ends on **Friday, February 6, 2026 at 5:00 p.m. (IST)**. E-voting shall be disabled by CDSL at **5:00 p.m. (IST) on Friday, February 6, 2026** and members shall not be allowed to vote through remote e-voting thereafter. During this period, Members holding shares, as on **December 31, 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 at 5:00 p.m. (IST) on Friday, February 6, 2026. 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. 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.

**By Order of the Board of Directors  
For Prime Focus Limited**

**Sd/-**

**Parina Shah**

**Company Secretary**

**M. No.: A18061**

**Place: Mumbai**

**Date: January 2, 2026**

**Registered Office:**

Prime Focus House,  
Linking Road, Opp. Citi Bank,  
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. 1 to 3 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. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 12, 2025, appointed Ms. Shalini Govil Pai (DIN: 11368521) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. November 12, 2025 not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from November 12, 2025 till November 11, 2030 (both days inclusive), subject to approval of the members of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the **Act**”), Ms. Shalini Govil Pai holds office as an Additional Director till the date of the ensuing Annual General Meeting of the Company

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

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying his intention to propose the candidature of Ms. Shalini Govil Pai as an Independent Director of the Company.

Ms. Shalini Govil Pai is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Ms. Shalini Govil Pai as per the provisions of the Act and the Listing Regulations including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. Further, in terms of Regulation 25(8) of Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, Ms. Shalini Govil Pai is not

debarred from holding the office of director pursuant to any order issued by the Securities and Exchange Board of India (“**SEBI**”) or any other authority and has successfully registered herself in the Independent Director’s Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Shalini Govil Pai fulfils the conditions for appointment as an Independent Director, as specified in the Act and the Listing Regulations and is independent of the management.

Ms. Shalini Govil Pai possess the required skills, knowledge, and experience as identified by the Board in the fields of Information Technology and her induction on the Company’s Board will immensely benefit the Company.

Further, Ms. Shalini Govil Pai possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering her expertise and knowledge, the Board considers that the appointment of Ms. Shalini Govil Pai as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends the appointment of Ms. Shalini Govil Pai as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from the date of Board’s approval i.e. November 12, 2025 till November 11, 2030 (both days inclusive).

Accordingly, the Board recommends the resolution as set out at Item No.1 of the Notice for approval of the Members of the Company as a Special Resolution.

A copy of the draft letter of appointment of Ms. Shalini Govil Pai setting out the terms and conditions of her appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till February 6, 2026.

Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Shalini Govil Pai including her profile and specific areas of expertise are given in the Addendum to the Postal Ballot Notice as “Annexure”.

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



## Item No. 2

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors (the “**Board**”) of the Company appointed Mr. Nishant Avinash Fadia (DIN: 02648177) as an Additional Director (Category: Non-Executive Director), liable to retire by rotation, on the Board of the Company with effect from November 13, 2025, subject to approval of the members of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Nishant Avinash Fadia will hold office up to the date of the ensuing Annual General Meeting of the Company. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of members for appointment of a new Director at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Nishant Avinash Fadia as a Non-Executive Director of the Company.

Keeping in view the above referred provision of the Listing Regulations, the approval of the members of the Company is being sought by way of Postal Ballot for the appointment of Mr. Nishant Avinash Fadia, within three months from the date of appointment by the Board of the Company.

Further, pursuant to applicable provisions of the Act and Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India, Mr. Nishant Avinash Fadia has given his consent to act as a Director in Form DIR-2 according to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and has made declaration in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164 of the Act, and not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (“**SEBI**”) and other relevant details are annexed as Annexure.

Mr. Nishant Avinash Fadia confirmed that the directorships and memberships in committees held by him are within the limits as prescribed under the Act and Regulation 26 of the Listing Regulations respectively.

Given Mr. Nishant Avinash Fadia's knowledge, expertise and insights and familiarity with the Company, its operations and the complexities involved in the Regulatory environment, the Board considers it desirable and in the interest and of immense benefit to the Company to appoint him as a Non-Executive Director, liable to

retire by rotation, and accordingly recommends his appointment, as proposed in the resolution set out above, for the approval of the members, in compliance with the applicable provisions of the law.

Mr. Nishant Avinash Fadia shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings.

Accordingly, the Board recommends the resolution as set out at Item No.2 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Nishant Avinash Fadia including his profile and specific areas of expertise are given in the Addendum to the Postal Ballot Notice as “Annexure”.

Except Mr. Nishant Avinash Fadia and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way interested, financially or otherwise, in this resolution except to the extent of their shareholding. The proposed resolution do not relate to or affect any other Company.

## Item No. 3

The Company has received a request from Novator Capital Limited for appointment of Mr. Björgólfur Thor Björgólfsson as a Director of the Company, pursuant to exercise of the rights conferred in the Investment Agreement dated July 03, 2025 executed between the Company, DNEG S.à.r.l and Novator Capital Limited.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors (the “**Board**”) of the Company appointed Mr. Björgólfur Thor Björgólfsson (DIN: 11452424) as an Additional Director (Category: Non-Executive Director), not liable to retire by rotation, on the Board of the Company with effect from January 2, 2026, subject to approval of the members of the Company, as per the regulatory requirements.

Pursuant to the provisions of Section 161 of the Act, Mr. Björgólfur Thor Björgólfsson will hold office up to the date of the ensuing Annual General Meeting of the Company. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of members for appointment of a new Director at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Björgólfur Thor Björgólfsson as a Non-Executive Director of the Company.

Keeping in view the above referred provision of the Listing Regulations, the approval of the members of the Company is being sought by way of Postal Ballot for the appointment of Mr. Björgólfur Thor Björgólfsson, within three months from the date of appointment by the Board of the Company.

Further, pursuant to applicable provisions of the Act and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, Mr. Björgólfur Thor Björgólfsson has given his consent to act as a Director in Form DIR-2 according to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and has made declaration in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164 of the Act, and not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India ("SEBI") and other relevant details are annexed as "Annexure".

Mr. Björgólfur Thor Björgólfsson confirmed that the directorships and memberships in committees held by him are within the limits as prescribed under the Act and Regulation 26 of the Listing Regulations respectively.

Considering his expertise and knowledge, the Board considers it desirable and in the interest and immense benefit of the Company to appoint him as a Non-Executive Director, not liable to retire by rotation, and accordingly recommends his appointment, as proposed in the resolution set out above, for the approval of the members, in compliance with the applicable provisions of the law.

Mr. Björgólfur Thor Björgólfsson shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings.

Accordingly, the Board recommends the resolution as set out at Item No.3 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Björgólfur Thor Björgólfsson including his profile and specific areas of expertise are given in the Addendum to the Postal Ballot Notice as "Annexure"

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

**By Order of the Board of Directors  
For Prime Focus Limited**

**Sd/-  
Parina Shah  
Company Secretary  
M. No.: A18061**

**Place: Mumbai  
Date: January 2, 2026**

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

## ANNEXURE TO THE NOTICE

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

<b>Name of the Director</b>	Ms. Shalini Govil Pai	Mr. Nishant Avinash Fadia	Mr. Björgólfur Thor Björgólfsson
<b>Director's Identification Number (DIN)</b>	11368521	02648177	11452424
<b>Designation and Category of Director</b>	Non-Executive Independent Director, not liable to retire by rotation	Non-Executive Director, liable to retire by rotation	Non-Executive Director, not liable to retire by rotation
<b>Date of first appointment on the Board of the Company</b>	12/11/2025	13/11/2025	02/01/2026
<b>Date of Birth</b>	10/02/1969	22/11/1976	19/03/1967
<b>Age (Years)</b>	56 Years	49 Years	58 Years
<b>Nationality</b>	United States of America	Indian	Icelandic
<b>Qualifications</b>	Bachelor of Technology (B.Tech) in Computer Science at IIT, Bombay and Master of Science (MS) from USA.	Chartered Accountant & CPA	Bachelor of Science with Honours & Finance from the Leonard N Stern School of Business at New York University.
<b>Brief resume, Experience and Expertise in Specific Functional Areas</b>	Ms. Shalini Govil Pai is the Vice President and General Manager of TV Platforms at Google LLC. She oversee products, designs and engineering teams for Android TV OS and Google TV. Previously, she has served as a Senior Director at YouTube and Technical Director at Pixar Animation Studios. Ms. Shalini Govil Pai is an international keynote speaker and published books on digital production trends and leadership in technology. She has completed her education in BS and MS in Computer Science and conferred Distinguished Alumni from IIT-Mumbai and Distinguished Engineer from Penn State.	Mr. Nishant Avinash Fadia is a CA and CPA by qualification. Mr. Nishant Avinash Fadia has been Chief Financial Officer (CFO) for Prime Focus Limited till November 12, 2025 and has been the face of Prime Focus for the financial community. He has been with Prime Focus since 2000, and was the company's first CFO, taking the company public in 2006. As CFO, he lead financial planning, risk management, corporate finance, and investor relations, ensuring the company's financial health while driving long-term growth and profitability. His keen strategic insight and financial acumen are central to formulating Prime Focus' business and capital structure decisions, enabling the company to maximise its operational efficiency and competitive position within the global media and entertainment industry.	Mr. Björgólfur Thor Björgólfsson, Iceland's first billionaire and a self-described "adventure capitalist," is a renowned entrepreneur and investor with a track record of successfully navigating frontier markets since the early 1990s. Over the past three decades, he has built a diverse and dynamic investment portfolio that spans industries from telecommunications and digital innovation to biotechnology, artificial intelligence, and sustainability. Mr. Thor's autobiography, "Billions to Bust—and Back: How I Made, Lost, and Rebuilt a Fortune, And What I Learned on the Way", first published in 2014, offers an introspective look at his remarkable journey with the second print and updated version released in December 2025. He was also honoured in the first cohort of the World Economic Forum's Young Global Leaders at DAVOS.

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).	Nil	Nil	Nil
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	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner (as on the date of this Notice)	Nil	23,50,000 Equity Shares of Re. 1/- each.	Nil
Terms and conditions of appointment or re-appointment.	Terms and Conditions as per the Board / Members Resolution.	Terms and Conditions as per the Board / Members Resolution.	Terms and Conditions as per the Board / Members Resolution.
Disclosure of relationships between Directors inter-se and Manager and other Key Managerial Personnel of the company	None of the other Directors, Manager and Key Managerial Personnel of the company are related to Ms. Shalini Govil Pai.	None of the other Directors, Manager and Key Managerial Personnel of the company are related to Mr. Nishant Avinash Fadia.	None of the other Directors, Manager and Key Managerial Personnel of the company are related to Mr. Björgólfur Thor Björgólfsson.
Present ceiling of Remuneration (Rs.) p.a.	Nil	Nil	Nil
Details of remuneration sought to be paid	Nil – Except sitting fees.	Nil – Except sitting fees.	Nil – Except sitting fees.
Details of remuneration last drawn	Nil	INR 1.8 Crores per annum (upto November 12, 2025).	Nil
Number of Board Meetings attended during the year (2025-26 – till the date of this notice)	0	0	0

Name of the listed entities from which the Director has resigned in the past 3 (Three) years.	None	None	None
Performance evaluation done or not	Not Applicable	Not Applicable	Not Applicable
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee ("NRC") of the Board of Directors has identified amongst others, exposure to leadership role(s) in large corporates, expertise in governance, compliance, strategic & general management as the skills and capabilities for the role.  Considering the educational background and leadership experience across various functions in global corporates, Ms. Shalini Govil Pai meets the requirement as laid down by the NRC.	Not Applicable	Not Applicable

By Order of the Board of Directors  
For Prime Focus Limited

Sd/-  
Parina Shah  
Company Secretary  
M. No.: A18061

Place: Mumbai  
Date: January 2, 2026

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