PRIME FOCUS LIMITED

CIN: L92100MH1997PLC108981

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

Tel: +91 22 2648 4900

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

NOTICE

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** ("**AGM**") of the Members of **Prime Focus Limited ("the Company")**, will be held on **Wednesday, September 30, 2026, 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, 2026, 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, 2026, together with the Report of the Auditors thereon.

2. **To appoint a Director in place of Mr. Naresh Malhotra (DIN: 00004597), Director who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS

3. **To consider and approve alteration of Articles of Association 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 Sections 5, 14, 15 and other applicable provisions , if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by deleting all the references of Late Mr. Rakesh Jhunjhunwala ("RJ") in the following Article(s) which shall be omitted with effect from the date of passing of this Special Resolution:

   - Section A and C of Part II;
   - In Article 175.1(d) the words "other than the rights granted to Late Mr. Rakesh Jhunjhunwala under shareholders agreement dated May 18, 2004" stand deleted and;
   - Post deletion of the above Sections, subsequent Articles will be renumbered accordingly.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as may be necessary or expedient in its absolute discretion, including filing forms with the Registrar of Companies and making all consequential changes to the Articles of Association, to give effect to this resolution."

4. **To consider and approve material related party transaction between DNEG S.a.r.l. ("DNEG") and Brahma AI Holdings Limited ("Brahma") for transfer of the entire equity shareholding of Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited) held by DNEG to Brahma.**

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

   "**RESOLVED THAT** pursuant to applicable provisions of Companies Act, 2013 ("**the Act**") read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, and Regulations 2(1)(zc), 23(4), 24(6) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (the "**Board**", which term shall be deemed to mean and include any Committee constituted by the Board) and subject to such other requisite approvals, consents, permissions and sanctions as may be required, consent of the shareholders of the Company, be and is hereby accorded to the Board for the transfer of the entire equity shareholding of Brahma AI

Services India Limited (formerly known as Prime Focus Technologies Limited) (including entire shareholding as currently held and the shareholding to be acquired from other shareholders), an unlisted material subsidiary of the Company by DNEG S.a.r.l. to Brahma AI Holdings Limited, for a consideration of upto USD 90.09 Million on such terms and conditions as set forth in Share Purchase Agreement ("**SPA**") between DNEG S.a.r.l and Brahma AI Holdings Limited ("**Proposed Sale**") and all the ancillary agreements, as may be required for the purposes of the Proposed Sale, on such terms and conditions and with such modifications as provided under the SPA and as may be required, or Board may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Board be authorized and empowered to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, as applicable, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and to take such steps, as may be considered necessary or expedient, to give effect to this resolution."

5. **To consider and approve related party transaction between Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited) ("Brahma India") and DNEG S.a.r.l. ("DNEG") for transfer of the entire equity shareholding of Prime Focus Technologies Inc. ("PFT US") held by Brahma India to DNEG.**

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

   "RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, regulations 2(1)(zc), 24(6) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and Board of Directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) and subject to such other requisite approvals, consents, permissions and sanctions as may be required, consent of the shareholders of the Company be and is hereby accorded to the Board for the transfer of the entire equity shareholding of Prime Focus Technologies Inc., an indirect subsidiary of the Company held by Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited) to DNEG S.a.r.l., a step down subsidiary of the Company for a consideration of upto USD 21 Million on such terms and conditions as set forth in Share Purchase Agreement ("**SPA**") between DNEG and Brahma India ("**Proposed Sale**") and all the ancillary agreements, as may be required for the purpose of the Proposed Sale, on such terms and conditions and with such modifications as provided under the SPA and as may be required, or Board may deem fit and appropriate in the interest of the Company.

   RESOLVED FURTHER THAT the Board be authorized and empowered to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, as applicable, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and to take such steps, as may be considered necessary or expedient, to give effect to this resolution."

6. **To approve payment of remuneration to Non-Executive Directors (including Independent Directors) 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 Sections 149, 178, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Part II of Schedule V to the Act and the applicable rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Regulations 17(6) including 17(6)(ca), 19 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), the Articles of Association of the Company and the Nomination and Remuneration and Board Diversity Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company (the "**NRC**") and approval of the Board of Directors of the Company ("**Board**"), the consent of the members of the Company be and is hereby accorded for payment of remuneration of up to ₹ 2,00,00,000/- (Rupees Two Crore only) per annum to each Non-Executive Director, including each Independent Director, during each financial year, for a period of three financial years commencing from April 1, 2026 and ending on March 31, 2029, notwithstanding that the Company may have no profits or inadequate profits in any such financial year and such other approval(s), consent(s) or permission(s), if any, as may be required under applicable law.

RESOLVED FURTHER THAT the remuneration shall be payable solely to the relevant Non-Executive Director / Independent Director in his / her capacity as a director of the Company and shall not be consideration for any separate consultancy, advisory, professional, vendor, employment-like or other service arrangement with the Company, its holding, subsidiary or associate company, or their promoters or directors.

RESOLVED FURTHER THAT the remuneration shall be exclusive of and in addition to the sitting fees payable under Section 197(5) of the Act for attending meetings of the Board or any committee thereof, fees payable for any other purpose as may be decided by the Board in accordance with Section 197(5) of the Act, and reimbursement of expenses incurred for participation in Board and Committee meetings.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year during the aforesaid period, the remuneration be paid in accordance with Part II, Section II of Schedule V to the Act, including the proviso permitting payment of remuneration in excess of the limits specified therein and subject to satisfaction of the conditions prescribed under Schedule V to the Act.

RESOLVED FURTHER THAT the exact quantum and manner of payment of the remuneration to each Non-Executive Director, including each Independent Director, within the aforesaid overall limit, shall be determined by the Board from time to time, based on the recommendation of the NRC, having regard to the role, responsibilities, time commitment, attendance, chairpersonship / membership of Board committees, qualifications, experience, contribution, industry benchmarks, the financial position of the Company and the Nomination, Remuneration and Board Diversity Policy of the Company.

RESOLVED FURTHER THAT the above remuneration is proposed, notwithstanding that the annual remuneration payable to any single Non-Executive Director may exceed fifty per cent of the total annual remuneration payable to all Non-Executive Directors during the financial year commencing from April 1, 2026, the approval of the members be and is hereby accorded pursuant to Regulation 17(6)(ca) of the Listing Regulations for the payment of such remuneration.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including obtaining approvals, consents, certificates and confirmations, making stock exchange disclosures and statutory filings, issuing notices, finalising explanatory statements, signing and filing forms and returns, and settling any questions, difficulties or doubts that may arise in this regard."

7. **To approve the change in designation of Mr. Namit Naresh Malhotra (DIN: 00004049) from a Non-Executive Director to Whole-time Director.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('**the Act**') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard (including any statutory modification or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company ("**Board**") in its meeting held on August 6, 2026, approval of the members of the Company be and is hereby accorded to change in designation of Mr. Namit Naresh Malhotra (DIN: 00004049) from a Non-Executive to Whole-time director of the Company and his appointment as a Whole-time director shall be valid for a period of 3 (three) years commencing from August 7, 2026 to August 6, 2029 (liable to retire by rotation), and currently without any remuneration for his position as a Whole-time director of the Company, and on such terms and conditions, as recommended by the

Nomination and Remuneration Committee in its meeting, with authority to the Board to revise, alter, modify, amend or change the terms and conditions of the appointment as may be agreed to by the Board, subject to the applicable provisions of the Act and other applicable laws.

RESOLVED FURTHER THAT any Director of the Company or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and to sign and file all such papers, documents, forms and writings as may be necessary and incidental to give effect to the aforesaid resolution."

8. **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 2 (1) (zc), 23 (4) and other applicable Regulations 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 (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), approval of the Members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Company and 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) which shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board 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 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 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 2 (1) (zc), 23 (4) and other applicable Regulations 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 (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), 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) which shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board 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 contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

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

10. **To approve material related party transaction(s) between Double Negative 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 2 (1) (zc), 23 (4) and other applicable Regulations 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 (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), 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) which shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board 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 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 Double Negative Montreal Productions 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 2 (1) (zc), 23 (4) and other applicable Regulations 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 (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), 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 Montreal Productions 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 Montreal Productions 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) which shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board 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 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 Brahma AI Services India Limited (formerly Prime Focus Technologies 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 2 (1) (zc), 23 (4) and other applicable Regulations 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 (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), 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 India Limited (formerly Prime Focus Technologies 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 India Limited (formerly Prime Focus Technologies 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) which shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board 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 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 Services UK Limited (formerly 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 2 (1) (zc), 23 (4) and other applicable Regulations 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 (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), 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 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 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) which shall be carried out in the ordinary course of business and at arm’s length basis.

RESOLVED FURTHER THAT the Board 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 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 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 2 (1) (zc), 23 (4) and other applicable Regulations 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 (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), 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) which shall be carried out in the ordinary course of business and at arm’s length basis.

RESOLVED FURTHER THAT the Board 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 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 Limited and Brahma AI ME Ltd, both being subsidiaries 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 2 (1) (zc), 23 (4) and other applicable Regulations 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 (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), 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 and Brahma AI ME Ltd, both being subsidiaries of the Company, such that the maximum value of the related party transactions between Brahma AI Limited and Brahma AI ME Ltd, 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) which shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board 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 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."

16. **To consider and approve increase in Authorised Share Capital of the Company and Alteration of the Capital Clause in the Memorandum of Association 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 Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, (the "**Act**") read with Companies (Share Capital and Debentures) Rules, 2014 and relevant rules made thereunder (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force) and pursuant to the enabling provisions of Articles of Association of the Company and other laws, notifications and regulations as may be applicable, and subject to approvals, permissions and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from ₹ 85,00,00,000/- (Rupees Eighty-Five Crore Only) divided into 85,00,00,000 (Eighty-Five Crore) equity shares of Re. 1/- (Rupee One Only) each to ₹ 1,00,00,00,000/- (Rupees One Hundred Crore Only) divided into 1,00,00,00,000 (One Hundred Crore) equity shares of Re. 1/- (Rupee One Only) each ranking pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61, 64, and all other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, the existing capital clause V of the Memorandum of Association of the Company relating to authorised share capital of the Company, be and is hereby amended by substituting with the following new capital clause V in its place:

"V. The Authorized Share Capital of the Company is ₹ 100,00,00,000/- (Rupee One Hundred Crore only) divided into ₹100,00,00,000 (One Hundred Crore) Equity Shares of Re. 1/- (Rupee One) each, with power to increase and reduce the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may be determined or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, things, and matters, settle any queries, difficulties, doubts and take all such steps as may be necessary, proper or expedient, including signing and filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto.

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

17. **To consider, evaluate and approve the proposal to raise funds of an amount not exceeding ₹ 3,000 Crore (Rupees Three Thousand Crore Only) or its equivalent in any other currency through one or more permissible mechanism as may be deemed appropriate by the Board of Directors of the Company ("Board"), by way of issuance of equity shares and/ or debt securities or non-convertible securities and/or other securities including share warrants and/ or any other equity linked securities.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions if any, of the Companies Act, 2013 ("**Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rule, 2014, and other applicable rules and regulations made thereunder (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the relevant provisions of the memorandum of association and the articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Foreign Exchange Management Act, 1999 (including any amendments, statutory modification(s) and/ or reenactment thereof for the time being in force) ("**FEMA**"), the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended ("**FCCBOR Scheme**"), the Depository Receipt Scheme 2014, as amended ("**DR Scheme**"), the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and other applicable laws, rules statutes, regulations made thereunder, including any statutory modifications and re-enactments thereof for the time being in force or applicable notifications, circulars, guidelines, orders issued or any directions or clarifications given thereunder, and subject to other approvals, permissions and sanctions of the lenders of the Company, the Securities and Exchange Board of India, BSE Ltd and National Stock Exchange of India Limited ("**Stock Exchanges**") where the equity shares of the Company are listed, Central Depository Services (India) Limited, National Securities Depository Limited ("**Depositories**") the Reserve Bank of India, the Ministry of Corporate Affairs, and any other concerned statutory or regulatory authorities in India or abroad, if any (hereinafter referred to as the "**Appropriate Authorities**"), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, and pursuant to the approval of the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any empowered or authorized committees thereof constituted or may hereinafter be constituted by the Board to exercise its powers including powers conferred hereunder), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, in one or tranches, equity shares of the Company having a face value of Re. 1/- (Rupee One Only) ("**Equity Shares**") and/or any other permitted securities including fully or partly convertible debentures, non-convertible debentures with warrants, or any other securities convertible into or exchangeable with Equity Shares (collectively referred to as the "**Securities**"), or any combination thereof, whether denominated in Indian Rupees or foreign currency, in one or more tranches, in the course of domestic and / or international offering(s), in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant banker(s), advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 3,000 Crore (Rupees Three Thousand Crore Only) or its equivalent in any other currency through one or more permissible modes including but not limited to public issue, preferential allotment, rights issue, qualified institutions placement ("**QIP**"), issuance of Depository Receipts (ADRs/GDRs), or any combination thereof, to eligible investors (whether or not existing shareholders), including resident or non-resident investors, institutions, banks, mutual funds, foreign portfolio investors, venture capital funds, alternative investment funds, qualified institutional buyers, individuals, trusts, stabilizing agents, or others, in such manner and on terms and conditions, as decided by the Board in its sole discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the mechanism / mode of issuance and terms of issuance, including the type of Securities, the issue price(s) (whether at market price, premium or discount), timing of the issue, tranches, investors to whom Securities will be allotted, utilization of issue proceeds, fixing of record date or book closure, and other related matters, in consultation with merchant bankers, legal and financial advisors, underwriters, and/ or other intermediaries, as the Board may, in its absolute discretion, deem necessary or expedient.

RESOLVED FURTHER THAT in case of a QIP in accordance with Chapter VI of the SEBI ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to 'Qualified Institutional Buyers' as defined in the SEBI ICDR Regulations ("**QIBs**"), as fully paid-up Securities and the allotment shall be subject to the provisions of the SEBI ICDR Regulations, be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the SEBI ICDR Regulations, the Act or other applicable laws, at an issue price not less than the price determined in accordance with the pricing formula prescribed under the SEBI ICDR Regulations. The Board may, in accordance with applicable law, also offer a discount of not more than 5% (or such percentage as permitted under applicable law) on the floor price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of QIP, no single allottee shall be allotted more than 50% of the proposed QIP size or such other limit as may be permitted under applicable law, including the SEBI ICDR Regulations, and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters, in terms of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued pursuant to a QIP under SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting of Board or the committee duly authorised by the Board at which the decision is made to open the proposed issue of Equity Shares through QIP.

RESOLVED FURTHER THAT in the event the Company issues convertible securities and/or warrants convertible into Equity Shares, together with non-convertible debentures, to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing such convertible securities and/or warrants shall be either the date of the meeting of the Board at which the Board or a duly authorised committee thereof decides to open the proposed issue of such convertible securities and/or warrants simultaneously with non-convertible debentures, or the date on which the holders of such convertible securities and/or warrants become entitled to apply for the Equity Shares, as decided by the Board, and the issue price of such securities shall not be less than the price determined in accordance with the pricing formula prescribed under Chapter VI of the SEBI ICDR Regulations, and the tenure of any convertible or exchangeable Securities issued through the QIP shall not exceed sixty months from the date of allotment (or such other period as may be permitted under applicable laws).

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as Foreign Currency Convertible Bonds ("**FCCB**"), American Depository Receipts ("**ADRs**") or Global Depository Receipts ("**GDRs**"), pursuant to the provisions of the FCCBOR and the DR Scheme and other applicable pricing provisions issued by the Ministry of Finance ("**MoF**"), the "relevant date" for the purpose of pricing the Securities proposed to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue in terms of this special resolution or such other date, as may be prescribed under applicable law. Preferential issuance and allotment of Securities (other than as issued and allotted to QIBs by way of QIP) shall be subject to the requirements prescribed under the applicable law, including the Act and Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of issuance of FCCB, ADRs or GDRs, the Board may at its sole and absolute discretion issue Securities at a discount, if any, of such percentage on the floor price determined, as may be permissible under applicable regulations at the time of issuance, in terms of the FCCBOR Scheme and DR Scheme and other applicable pricing provisions issued by the MoF.

RESOLVED FURTHER THAT subject to applicable laws and approvals, consents, permissions, if any, of Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions by such Appropriate Authorities, the Company and / or any agency or body or person authorised by the Board may issue depository receipts representing the underlying Equity Shares in the share capital of the Company or such other Securities in negotiable, registered or bearer form, with such features and attributes or any terms or combination of terms in accordance with domestic and international practices, including terms in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments, terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities, as may be required, and to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on one or more stock exchange(s) in or outside India).

RESOLVED FURTHER THAT in the event of a further public offering, the Securities shall be issued by the Company in accordance with the provisions of the SEBI ICDR Regulations and any other applicable laws, rules, and regulations.

RESOLVED FURTHER THAT subject to applicable laws, and Articles of Association of the Company, in the event the Company makes a rights issue of Equity Shares prior to the allotment of Equity Shares pursuant to conversion or exchange of the Securities, the entitlement of the holders of such Securities shall be adjusted in the same proportion as that of the rights issue, and such additional Equity Shares shall be offered to them at the same price at which the rights issue is made to the existing shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issuance, or allotment of Equity Shares or other Securities or instruments representing the same, as contemplated in the foregoing resolutions, the consent of the members be and is hereby accorded to the Board to take all necessary, appropriate, and incidental actions in its absolute discretion, including but not limited to determining the terms and conditions of the issuance, including the class and number of Securities to be issued, the timing and tranches of such issuance, the pricing, mode and manner of offering (whether domestic or international), and the class of investors to whom such Securities may be offered and allotted in accordance with applicable laws and regulations and to vary, modify, or amend any of the terms and conditions of the issuance as it may deem necessary, proper or expedient, to engage and appoint intermediaries including merchant bankers, underwriters, lead managers, legal advisors, consultants, depositories, custodians, registrars, trustees, stabilizing agents, paying and conversion agents, escrow agents, and other service providers, and to enter into and execute all such agreements, contracts, arrangements, documents, deeds and instruments as may be required, to finalize, approve and file/submit any offer documents, including but not limited to draft and final prospectus, offer letters, placement documents, offering circulars, registration statements, any addenda or corrigenda thereto, and any other necessary filings with regulatory or governmental authorities or stock exchanges in India or abroad and to make applications for listing and trading of the Securities (or underlying Equity Shares) on one or more recognized stock exchanges in India or internationally and to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, desirable or expedient by the Board in connection with or incidental to the proposed offering, issuance or allotment of Securities, including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time), to identify the class of the investors to whom the Securities are to be offered and to approve the utilization of the issue proceeds, without being required to seek any further consent or approval of the members, with the intent that the members shall be deemed to have given their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, or allotment of Equity Shares or other Securities or instruments representing the same, as stated above, the Board be and is hereby authorized, on behalf of the Company, to take all necessary steps for the listing of such Securities, on one or more recognized stock exchanges in India and/or overseas, in accordance with applicable laws, rules, regulations, and guidelines issued by relevant regulatory authorities from time to time.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the Securities and Exchange Board of India /Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/ granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT

i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;

ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company;

iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, subject to applicable laws;

iv. the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of the Securities that are not subscribed, in accordance with applicable law; and

v. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, lead manager(s), depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors, paying and conversion agents, escrow agents, credit rating agencies, debenture trustees, and all such agencies as may be involved or concerned with the proposed issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/ agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized Stock Exchange(s), as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to constitute and delegate (to the extent permitted by applicable law) all or any its powers herein conferred by this resolution to any committee of directors or Directors of Company as empowered by the Board to give effect to the above resolution, to take such steps and to do all such acts, deeds, matters and things as they may consider necessary, desirable or expedient and deem fit and proper for the purposes of the proposed issue and settle any questions or difficulties that may arise in regard to the proposed issue."

By Order of the Board of Directors

Parina Shah
Company Secretary
ACS 18061

Place: Mumbai
Date: September 4, 2026

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. 03/2025 dated September 22, 2025 (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 further orders 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. **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 NOTBE 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.

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of 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.

4. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.

5. In terms of the provisions of Section 152 of the Act, Mr. Naresh Malhotra, Whole Time Director of the Company, retires by rotation at the Meeting.

   The Nomination and Remuneration Committee and the Board of Directors of the Company recommends his re-appointment.

   Mr. Naresh Malhotra, Whole Time Director of the Company, is interested in the Ordinary Resolution set out at Item Nos. 2, of this Notice with regard to his re-appointment. The relatives of Mr. Naresh Malhotra may be deemed to be interested in the resolution set out at Item Nos. 2 of this Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No 2 of this Notice.

6. Details of Directors retiring by rotation at this Meeting are provided in the 'Annexure' to this Notice.

7. Members desirous of getting any information in relation to the Company's Annual Report for Financial Year 2025-26 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.

8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year 2025-26 is being sent only through electronic mode to those Members whose

email addresses are registered with the Company / Registrar and Share 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 2025-26 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 for Financial Year 2025-26 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.

9. Members are requested to support 'Green Initiative' by registering/ updating their e-mail address(es) with the Depository Participant for shares in dematerialized 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.

10. Non-Resident Indian members are requested to inform the Company / respective Depository Participants, immediately of change in their residential status on return to India for permanent settlement.

11. The Board of Directors has appointed Mr. Harshvardhan Tarkas, Practicing Company Secretary (Membership No. ACS - 30701, CP No. - 24169) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

12. 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. Wednesday, September 23, 2026.

13. 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 cshtarkas@gmail.com by email and copy marked to the Company at ir.india@primefocus.com.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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. Wednesday, September 30, 2026 for inspection of said documents.

19. 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.mufg.com/

20. 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.

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. Members may please note that SEBI has mandated the listed companies to issue securities in dematerialized form only.

23. The Company does not have any shareholders holding shares in physical form. Accordingly, information related to physical shares are not provided.

24. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant(s) and holdings should be verified.

26. The Members, whose unclaimed shares have been transferred to IEPF, may claim the same by making application to the IEPF authority in Form No. IEPF-5 available on www.iepf.gov.in for details of unclaimed shares transferred to IEPF please refer company's website viz. www.primefocus.com. The Member/ Claimant can file only one consolidated claim in a Financial Year as per IEPF Rules.

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

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (**"MCA"**) 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. 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, Circular no. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 and after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM, till further orders.

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 by non- individual shareholders.

(i) The voting period begins at **09:00 a.m. (IST) on Saturday, September 26, 2026 and ends at 05:00 p.m. (IST) on Tuesday, September 29, 2026.** During this period shareholders' of the Company, as on the cut-off date i.e. **Wednesday, September 23, 2026** 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**.	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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository.**	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 non-individual shareholders in demat mode.

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID,

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

4) 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.

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

	For shareholders other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB).	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in 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) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

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

(xvii) 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 Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
2. 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.
3. 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.
4. 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 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 **Saturday, September 26, 2026 at 9:00 a.m. (IST)** and ends on **Tuesday, September 29, 2026 at 5:00 p.m. (IST)**. E-voting shall be disabled by CDSL at **5:00 p.m. (IST)** on **Tuesday, September 29, 2026** and members shall not be allowed to vote through remote e-voting thereafter. During this period, Members holding shares, as on **Wednesday, September 23, 2026** (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. Wednesday, September 30, 2026.

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: September 4, 2026

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 17 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 Articles of Association ("AoA") of the Company presently contain specific rights and references pertaining to Late Mr. Rakesh Jhunjhunwala ("RJ"). Given that RJ no longer holds Equity Shares of the Company pursuant to the Shareholders Agreement dated May 18, 2004, and to align the AoA with the current governance framework of the Company, it is proposed to alter the AoA by deleting all references to RJ, wherever appearing therein, and omitting the relevant provisions relating to the rights and entitlements associated with him.

The Board at its meeting held on August 06, 2026 has approved to alter the AoA of the Company by deleting all the references of RJ in the following Article(s) which shall be omitted, subject to the approval of the members of the Company:

- Section A and C of Part II;
- In Article 175.1(d) the words "other than the rights granted to Mr. Rakesh Jhunjhunwala under shareholders agreement dated May 18, 2004" stand deleted; and
- Post deletion of the above Sections, subsequent Articles will be renumbered accordingly.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of the members to alter the AoA by deleting the above mentioned Articles.

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

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 4

As part of internal restructuring of group companies, DNEG S.a.r.l., a material subsidiary of the Company (**"DNEG"** or **"Seller"**) proposes to sell entire shareholding (including as currently held and the remaining shareholding which shall be acquired from other shareholders) in Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited), (**"Brahma India"**) to Brahma AI Holdings Limited (**"Brahma"** or **"Purchaser"**), a material step down subsidiary of Prime Focus Limited ("**PFL**" / "**the Company**"), for a consideration amount of upto USD 90.09 Million on terms and conditions as set forth in the Share Purchase Agreement ("**SPA**") entered into by DNEG and Brahma (**"Proposed Sale"**), subject to shareholders' approval and other consents / approvals as may be required.

The Proposed Sale was approved by the Audit Committee and Board of Directors of the Company at their meeting(s) held on April 01, 2026.

In terms of the provisions of Regulation 23(4) and Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (the **"Listing Regulations"**), the consent of the Members would be required in accordance with the provisions thereof, for the Proposed Sale.

In terms of Regulation 23(4) of Listing Regulations, the Proposed Sale would be considered a material related party transaction and as per provisions of Regulation 24(6) of the Listing Regulations, it shall result in disposal of entire existing shares held by the DNEG in Brahma India resulting in selling of assets amounting to more than twenty percent of the assets of the material subsidiary. Accordingly, shareholders' approval by way of (i) ordinary resolution will be required pursuant to Regulation 23(4) of the Listing Regulations and (ii) special resolution will be required pursuant to Regulation 24(6) of the Listing Regulations. Accordingly, the approval is being obtained from the shareholders and will be subject to the requirements of the abovementioned provisions.

As per Regulation 23(4) of the Listing Regulations, no related party shall vote to approve resolutions for material related party transactions whether the entity is a related party to the particular transaction or not, and accordingly, the related parties of the Company in accordance with Listing Regulations, shall not vote for the Proposed Sale.

The Audit Committee has reviewed the certificate confirming that the terms of related party transaction ("**RPT**") proposed to be entered into are in the interest of the Listed Entity i.e. Prime Focus Limited given by Whole Time Director namely Mr. Naresh Mahendranath Malhotra and Chief Financial Officer (CFO) namely Mr. Vikas Rathee of the Company.

Additional information required to be disclosed pursuant to SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” in prescribed format is placed below:

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">Part A - Minimum information of the proposed RPT, applicable to all RPTs</td></tr>
<tr><td colspan="3">A(1): Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Brahma AI Holdings Limited (“Brahma” / “Purchaser”) DNEG S.a.r.l. (“DNEG” / “Seller”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>Seller: Luxembourg
Purchaser: Jersey</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>DNEG: Holding Company / provision of creative & technical services.
Brahma: Holding Company / AI powered content management and supply chain solutions.</td></tr>
<tr><td colspan="3">A(2): Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Both Purchaser and Seller are indirect subsidiaries of the Company. Accordingly, the Purchaser and Seller are related parties as per Section 2(76) of the Companies Act, 2013 (“the Act”) and Regulation 2(1)(zb) of Listing Regulations.</td></tr>
<tr><td></td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>PFL directly and indirectly owns 88.29% of equity stake in DNEG and Double Negative Holdings Limited, UK (step down subsidiary of PFL) holds 90.20% in Brahma.</td></tr>
<tr><td></td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not applicable. No shareholding by DNEG and Brahma in PFL.</td></tr>
<tr><td colspan="3">A(3): Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last financial year.</td><td>No transaction during the year between PFL and DNEG
No transaction during the year between PFL and Brahma
Brahma with DNEG<table><tr><td>Nature</td><td>2025-26 (₹ in Crores)</td></tr><tr><td>Loans/ payment</td><td>84.91</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>No transaction during the period between PFL and DNEG
No transaction during the period between PFL and Brahma
No transaction during the period between Brahma and DNEG</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</td><td>No</td></tr>
<tr><td colspan="3">A(4): Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>USD 90.09 Million</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes, since the Proposed Sale exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>18.37%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Brahma - Nil
DNEG – 1415.70%</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>Refer point 4 above</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>Brahma
<table>
<tr><th>Particulars</th><th>FY 2025-2026 (₹ in crores)</th></tr>
<tr><td>Turnover</td><td>-</td></tr>
<tr><td>Profit After Tax</td><td>(2.73)</td></tr>
<tr><td>Net worth</td><td>1,863.99</td></tr>
</table>
DNEG
<table>
<tr><th>Particulars</th><th>FY 2025-2026 (₹ in crores)</th></tr>
<tr><td>Turnover</td><td>60.66</td></tr>
<tr><td>Profit After Tax</td><td>49.03</td></tr>
<tr><td>Net worth</td><td>2,657.64</td></tr>
</table></td></tr>
<tr><td colspan="3">A(5): Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>SPA between an unlisted material subsidiary of the Company and a material step down subsidiary of the Company.</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>DNEG, an unlisted material subsidiary of the Company proposes to sell the entire shareholding (including the current shareholding and the shareholding which shall be acquired from other shareholders) in Brahma India to Brahma, a material step down subsidiary of the Company, for a consideration amount of upto USD 90.09 Million on terms and conditions as set forth in the SPA entered into by DNEG and Brahma.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The transaction will be completed upon completion of all conditions as specified in the SPA and completion of the other consents/approvals as required.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>No</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>USD 90.09 Million</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The Company is evaluating restructuring of its overseas holdings and bifurcation of PFT, Brahma and DNEG group entities. The said SPA forms a part of this entire internal restructuring and consolidation of the AI / Technology business under a new vertical "Brahma". This is expected to leverage the brand value and provide additional revenue streams.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	• Mr. Namit Malhotra and Ms. Shalini Govil Pai, Directors of the Company and Mr. Vikas Rathee, Chief Financial Officer of the Company are also Directors on the Board of DNEG. • Mr. Namit Malhotra, Director of the Company is also a Director of Brahma.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in Brahma and DNEG.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	A copy of the valuation report provided by ICON Valuation LLP, for the purpose of the Proposed Sale, can be accessed at https://www.primefocus.com/wp-content/uploads/2026/08/PFT-Conol-ICON-Final-Signed-Report-PFT-India-Consol.pdf
9	Other information relevant for decision making.	None.
Part B		
B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Internal accruals.
2	Where any financial indebtedness is incurred to make investment, specify the following:	Not Applicable
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Purpose for which funds shall be utilized by the investee company.	Operational Requirements
4	Material terms of the proposed transaction	As provided above.
B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding process conducted.
2	Basis of determination of price.	Valuation Report provided by ICON Valuation LLP as provided above
3	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	As provided above.

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>4</td><td>Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:</td><td><table><tr><th>Particulars</th><th>FY 2025-26 (₹ in crore)</th><th>FY 2024- 25 (₹ in crore)</th><th>FY 2023- 24 (₹ in crore)</th></tr><tr><td>Turnover</td><td>202.83</td><td>240.45</td><td>263.90</td></tr><tr><td>Net worth</td><td>302.07</td><td>296.66</td><td>152.50</td></tr><tr><td>Net loss</td><td>4.45</td><td>(214.26)</td><td>(38.24)</td></tr></table></td></tr>
<tr><td>5</td><td>Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.</td><td>As the transfer is not taking place outside the group, there will be no impact on the listed entity.</td></tr>
<tr><td></td><td>a. Expected impact on turnover</td><td></td></tr>
<tr><td></td><td>b. Expected impact on net worth</td><td></td></tr>
<tr><td></td><td>c. Expected impact on net profits</td><td></td></tr>
<tr><td colspan="3">Part C</td></tr>
<tr><td colspan="3">C(2).Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary</td></tr>
<tr><td>1</td><td>Latest credit rating of the related party</td><td>NA</td></tr>
<tr><td>2</td><td>Whether any regulatory approval is required. If yes, whether the same has been obtained.</td><td>No</td></tr>
<tr><td colspan="3">C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate</td></tr>
<tr><td>1</td><td>Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.</td><td>Following transaction were undertaken by Brahma India during the preceding twelve months:
(1) Brahma India, sold to DNEG India Media Services Limited (“DNEG India”), a step down subsidiary of the Company its TCS business and restoration business, which DNEG India bought, on a going concern basis and by way of a slump sale, along with all the assets and liabilities as identified in the business transfer agreement (“BTA”), for a consideration amount of ₹ 265 Million on terms and conditions as set forth in the BTA entered into between Brahma India and DNEG India.
(2) Brahma India, sold to Brahma AI ME Ltd (“Brahma ME”), a step down subsidiary of the Company, its intellectual property rights in the form of certain proprietary software along with certain associated trademarks and patents for a consideration amount of upto ₹ 752 Million on terms and conditions as set forth in Software Assignment Agreement entered into between Brahma India and Brahma ME.</td></tr>
<tr><td>2</td><td>Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.</td><td>The transaction entails transfer of shares between two step-down subsidiaries of another indirect subsidiary for consideration. There is no issue of securities or consideration in kind.</td></tr>
<tr><td>3</td><td>Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?</td><td>No</td></tr>
<tr><td>4</td><td>Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?</td><td>No.</td></tr>
<tr><td>5</td><td>Are there any other major non-financial reasons for going ahead with the proposed transaction?</td><td>As provided above.</td></tr>
</table>

None of the Directors, Key Managerial Personnel of the Company or their respective relatives other than as mentioned above, are in any way concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board is of the opinion that the aforesaid proposal for the Proposed Sale is in the best interest of the Company and hence, the Audit Committee and Board of Directors of the Company recommend passing of the special resolution for approval of the members.

Item No. 5

As part of internal restructuring of group companies, Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited) (**"Brahma India"**) , a step down subsidiary of Prime Focus Limited (**"Company"** or **"PFL"**) proposes to sell its entire shareholding in Prime Focus Technologies Inc. (**"PFT Inc"**), another indirect subsidiary of PFL to DNEG S.a.r.l. (**"DNEG"**), a step down subsidiary of the Company for a consideration amount of upto USD 21 Million on terms and conditions as set forth in the Share Purchase Agreement entered into between DNEG and Brahma India (**"Proposed Sale"**), subject to shareholders consent and such other consents / approvals as applicable.

The Proposed Sale was approved by the Audit Committee and Board of Directors of the Company at their meeting(s) held on April 01, 2026.

In terms of Regulation 24(6) of the Listing Regulations, it shall result in disposal of entire existing shares held by the Brahma India in PFT Inc resulting in selling of assets amounting to more than twenty percent of the assets of the material subsidiary. Accordingly, shareholders' approval by way of special resolution will be required pursuant to Regulation 24(6) of the Listing Regulations. Accordingly, the approval is being obtained from the shareholders and will be subject to the requirements of the abovementioned provision.

The Audit Committee has reviewed the certificate confirming that the terms of related party transaction (**"RPT"**) entered into are in the interest of the listed entity i.e. Prime Focus Limited given by Whole Time Director namely Mr. Naresh Mahendranath Malhotra and Chief Financial Officer (CFO) namely Mr. Vikas Rathee of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board is of the opinion that the aforesaid proposal for the Proposed Sale is in the best interest of the Company and hence, the Audit Committee and Board of Director of the Company recommends passing of the special resolution for approval of the members.

Item No. 6

In terms of Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, the payment of any fees or compensation to Non-Executive Directors (including Independent Directors) requires approval of shareholders in general meeting.

The members are further informed that, where a company has no profits or inadequate profits, Section 149(9) and Section 197(3) of the Companies Act, 2013 (the "**Act**") permit payment of remuneration to the Non-Executive Directors (including Independent Directors) exclusive of any fees payable under Section 197(5) of the Act in accordance with Schedule V to the Act. Proviso under Part II, Section II of Schedule V to the Act prescribes limits for remuneration payable to "other directors" (which term means non-executive directors and independent directors) and permits payment of remuneration in excess of limits provided in the Table therein, where the Members approve the same by way of a special resolution, subject to compliance with the conditions set out therein.

It is pertinent to note here that the Non-Executive Directors including the Independent Directors of the Company devote their valuable time, bring with them significant professional expertise and rich experience across a wide spectrum of functional areas giving critical advice to the Company and accordingly they should be appropriately compensated for the same both in case of inadequacy of profits or losses.

In view of the above, the Nomination and Remuneration Committee of the Company ("**NRC**") and the Board of Directors of the Company ("**Board**") at their respective meetings both held on May 28, 2026 have considered and recommended payment of remuneration to the Non-Executive Directors, including Independent Directors, of the Company, subject to approval of the members by way of a special resolution and such other approvals, consents or permissions as may be required under applicable law. Considering the size and complexity of the Company's business, the time commitment expected from the Non-Executive Directors, including Independent Directors, their committee responsibilities, experience, expertise and contribution to Board deliberations, it is proposed that remuneration of up to ₹ 2,00,00,000/- (Rupees Two Crore only) per annum be paid to each Non-Executive Director, including each Independent Director, for a period of three financial years commencing from April 1, 2026 and ending on March 31, 2029 (the "**Remuneration**").

The above Remuneration is proposed, notwithstanding that it may exceed the limits prescribed under Section 197(1)(ii) of the Act in any financial year(s), for each of the three financial years commencing from April 1, 2026 to March 31, 2029, paid in accordance with Schedule V to the Act. In the event of loss or inadequacy of profits in any financial year(s) out of the above during the term of office of the Non-Executive Directors, the Company will pay the Non-Executive Directors (including Independent Directors) of the Company, in respect of such financial year(s) in which such inadequacy or loss arises, the above remuneration, in accordance with the provisions of Section 197(3) read with Schedule V to the Act.

Further, the above Remuneration is proposed, notwithstanding that the annual remuneration payable to any single Non-Executive Director may exceed fifty per cent of the total annual remuneration payable to all Non-Executive Directors during the financial year commencing from April 1, 2026, the approval of the members is accordingly also sought pursuant to Regulation 17(6)(ca) of the Listing Regulations for the payment of such remuneration.

The exact quantum and manner of payment of the Remuneration to each Non-Executive Director, including each Independent Director, within the aforesaid overall limit, shall be determined by the Board from time to time, based on the recommendation of the NRC, having regard to the role, responsibilities, time commitment, attendance, chairpersonship / membership of Board committees, qualifications, experience, contribution, industry benchmarks, the financial position of the Company and the Nomination and Remuneration and Board Diversity Policy of the Company and in accordance with Section 200 of Act read with the applicable rules (where applicable).

The information as required under Section II, Part II of the Schedule V of the Act with reference to Special Resolution at Item No. 6 is annexed as **Annexure-A** to the Notice.

Further, as per the requirement of Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors above with reference to Special Resolution at Item No. 6 is annexed as **Annexure-B** to the Notice.

Save and except the appointed Non-Executive Independent Director(s) of the Company to the extent of their remuneration, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 6 except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special resolution as set out in Item No. 6 of this notice for approval of members.

Annexure A:

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, and is engaged in motion pictures, video and television programme post-production activities.)
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.**	(₹ in crore)
5	**Foreign investments or Collaborators, if any.**	The Company has made investments in the following overseas direct subsidiaries:- 1. PF World Limited 2. PF Investments Limited

(₹ in crore)

Particulars (Standalone)	Financial Year 2025-26	Financial Year 2024-25	Financial Year 2023-24
Total income from operations	27.86	39.76	33.45
Profit / Loss After Tax	(2.74)	185.90	(0.32)

Particulars (Consolidated)	Financial Year 2025-26	Financial Year 2024-25	Financial Year 2023-24
Total income from operations	4,675.81	3,598.88	3,950.54
Profit / Loss After Tax	301.42	(458.28)	(488.49)

II. Information about the Appointee/Remuneration to Directors:

Sr No.	Details	Ms. Shalini Govil Pai	Mr. Devarajan Samu	Mr. Nishant Fadia	Mr. Bharat Dighe	Ms. Pooja Sood	Mr. Björgólfur Thor Björgólfsson
1	Background Details/ Recognition & Awards	Ms. Pai has completed her education in BS and MS in Computer Science and conferred with distinguished Alumni from IIT-Mumbai and Distinguished Engineer from Penne State.	Mr. Devarajan is an Electronics Engineer with a wealth of experience exceeding 4 decades.	Mr. Nishant Avinash Fadia is a CA and CPA by qualification with over 26 years experience.	Mr. Bharat Dighe is a CA with more than 23 years of experience in Private Equity investments and M&A Consulting in India.	Ms. Pooja Sood is a Chartered Accountant from ICAEW. She has overall more than 27 years of extensive experience in the fields of Limited Company Accounts, Partnership & Rental Accounts, Sole Trader Accounts, Management Accounts, Audit & Assurance, Small Charity Accounts, IFRS, Corporate & Personal tax returns , VAT return. She also has extensive knowledge of FRS102,FRS105,UK GAAP	Mr. Thor is an Icelandic citizen having degree of Bachelor of Science with Honours & Finance from the Leonard N Stern School of Business at New York University.
2	Past Remuneration	Nil	Nil	₹ 1.11 crore in his role as CFO of the Company which he held upto November 12, 2025.	Nil	Nil	Nil

Sr No.	Details	Ms. Shalini Govil Pai	Mr. Devarajan Samu	Mr. Nishant Fadia	Mr. Bharat Dighe	Ms. Pooja Sood	Mr. Björgólfur Thor Björgólfsson
3	Job profile and suitability	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 Penne State.	An industry veteran, Mr. Devarajan Samu brings wealth of management experience having previously held the position of Managing Director of CISCO Systems India, having a rich experience of more than 4 decades. As CEO and MD, he helped TATA Elxsi from loss making organization to one of the most successful companies of the TATA Group. Mr. Devarajan is founder and President of Transmation Consulting, his own strategy consulting firm.	Mr. the Nishant Fadia is a CA and CPA by qualification. Mr. Nishant 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 the 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, management, risk corporate finance, investor relations, company's and investor ensuring the financial health while driving long- term growth 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. Bharat Dighe has more than 23 years of experience in Private Equity investments and M&A Consulting in India. More than 18 years' experience in direct investing roles with global private equity fund houses investing in Indian unlisted companies, both as minority / majority shareholding. He has also been in senior management positions in global investment houses, handling all aspects of the investment process	Ms. Pooja Sood has overall more than 27 years of extensive experience in the fields of Limited Company Accounts, Partnership & Rental Accounts, Sole Trader Accounts, Management Accounts, Audit & Assurance, Small Charity Accounts, IFRS, Corporate & Personal tax returns , VAT return.	Mr. Thor is Iceland's first billionaire and a self described "adventure capitalist," and 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, sustainability.
4	Remuneration proposed	upto ₹ 2,00,00,000/- (Rupees Two Crore only) per annum to each Non-Executive Director, including each Independent Director					
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The Remuneration proposed is as per Sections 197 and 198 of the Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry and profile of the position.					
6	Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel or other director, if any	No pecuniary relationship except Remuneration as Non Executive Director (Including Independent Director)					

III. Other Information:

Sr no.	Particulars	Reason
1.	Reasons of loss or inadequate profits	The Company has incurred loss in the preceding Financial Year 2025-26. However, contingency in relation to loss or inadequacy of profit in the subsequent financial years cannot be ruled out.
2.	Steps taken or proposed to be taken for improvement	The Company has channeled 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. 7

Mr. Namit Naresh Malhotra is a promoter of the Company. Considering the devotion of time and his dedication towards the work it is decided by the Board of Directors of the Company ("**Board**") to appoint Mr. Namit Naresh Malhotra as a whole-time director (Change in Designation from Non-executive director to whole-time director). The present proposal is for seeking members' approval for the change in designation of Mr. Namit Naresh Malhotra as a Non-Executive Director to a whole-time director. Mr. Namit Naresh Malhotra has kindly indicated to currently not receive any remuneration from the Company for his role as a whole-time director of the Company.

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 6, 2026 appointed Mr. Namit Naresh Malhotra (DIN: 00004049) as a whole-time director of the Company, subject to approval of the Members of the Company.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the change of designation to Mr. Namit Naresh Malhotra as a whole-time director is now being placed before the Members for their approval by way of Special Resolution.

The Board considers that his association as a whole-time director will be beneficial to and in the interest of the Company.

The statement of additional information required to be disclosed as per Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as part of this Notice.

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

Statement pursuant to Schedule V to the Companies Act, 2013

I. General Information:

<table>
<tr><td>1</td><td>Nature of Industry.</td><td>Motion Pictures, video and television programme post-production activities</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial production.</td><td>Not applicable
(The Company is an existing company, and is engaged in motion pictures, video and television programme post-production activities.)</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td>Not applicable</td></tr>
<tr><td>4</td><td>Financial performance based on given indicators.</td><td>(₹ in crore)
<table>
<tr><th>Particulars</th><th>Financial Year 2025-26</th><th>Financial Year 2024-25</th><th>Financial Year 2023-24</th></tr>
<tr><td>Total income from operations</td><td>27.86</td><td>39.76</td><td>33.45</td></tr>
<tr><td>Profit / Loss After Tax</td><td>(2.74)</td><td>185.90</td><td>(0.32)</td></tr>
</table>
<table>
<tr><th>Particulars (Consolidated)</th><th>Financial Year 2025-26</th><th>Financial Year 2024-25</th><th>Financial Year 2023-24</th></tr>
<tr><td>Total income from operations</td><td>4,675.81</td><td>3,598.88</td><td>3,950.54</td></tr>
<tr><td>Profit / Loss After Tax</td><td>301.42</td><td>(458.28)</td><td>(488.49)</td></tr>
</table></td></tr>
<tr><td>5</td><td>Foreign investments or Collaborators, if any.</td><td>The Company has made investments in the following overseas direct subsidiaries: -
1. PF World Limited
2. PF Investments Limited</td></tr>
</table>

II. Information about the Appointee:

1. Background Details:

Mr. Namit Naresh Malhotra is a visionary entrepreneur who has redefined the global Media and Entertainment landscape. As the founder of Prime Focus Group, 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 multiple Academy Awards® for 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.

2. Past Remuneration: Not applicable as he was a Non-Executive Director in the Company.

3. Recognition or Awards: 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 Group's position as a global leader in media services and creative technology.

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

5. Remuneration proposed: Currently, he will not receive any remuneration from the Company for his role as a whole-time director of the Company.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Since no remuneration is proposed to be paid to Mr. Namit Naresh Malhotra in connection with his appointment as a whole-time director of the Company, a comparative remuneration profile is not applicable.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel or other director, if any: Mr. Namit Naresh Malhotra is son of Mr. Naresh Malhotra who is Chaiman and Executive Director of the Company.

Mr. Namit Naresh Malhotra has no pecuniary relationship with the Company except to the extent of his shareholding in the Company, and his position as a director in subsidiaries of the Company.

III. Other Information:

1. Reasons of loss or inadequate profits:

The Company has incurred loss in the preceding financial year 2025-26. However, contingency in relation to loss or inadequacy of profit in the subsequent financial years cannot be ruled out.

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

The Company has channeled all its efforts to increase revenue in focused manner by cross selling all its services to its customers. This would help the 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. 8 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 shall require prior approval of Members by means of an Ordinary Resolution as per limit specified in Listing Regulations. 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.

Further, 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 as per the provisions of Companies Act, 2013. Accordingly, the said resolutions are 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 to be held in FY 2027-28.

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 /Subsidaries of the Company now proposes to enter into related party transactions as provided in resolutions at Item Nos. 8 to 15, during FY 2026-27 and FY 2027-28, at the agreed terms of the transactions. Accordingly, the approval of the shareholders is being sought for the resolutions contained at Item Nos. 8 to 15 of the accompanying Notice.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

The details as required under Regulation 23 of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given herein below and in **Annexure C**.

Minimum information to be provided to shareholders for approval of material RPT		
Sr. No.	**Particulars**	**Details**
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer Annexure C
(b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer Annexure C
(c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Whole-Time Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.
(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
(e)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
(f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making	Not Applicable
(g)	Any other information that may be relevant	All relevant / important information forms part of this statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Annexure C

Item No. 8

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

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 8A	Transaction 8B	Transaction 8C
A. Minimum information of the proposed RPT, applicable to all RPTs				
A(1). Basic details of the related party				
1	Name of the related party	**Party 1** - Prime Focus Limited ("PFL") **Party 2** - Brahma AI Services India Limited ("Brahma AI India")	**Party 1** - Prime Focus Limited ("PFL") **Party 2** - DNEG India Media Services Limited ("DIMSL")	**Party 1** - Prime Focus Limited ("PFL") **Party 2** - DNEG S.A.R.L. ("DNEG")
2	Country of incorporation of the related party	**Party 1** - India **Party 2** - India	**Party 1** - India **Party 2** - India	**Party 1** - India **Party 2** - Luxembourg
3	Nature of business of the related party	**Party 1** - Post Production Services **Party 2** - Technology and Software Services	**Party 1** - Post Production Services **Party 2** - Post Production Services	**Party 1** - Post Production Services **Party 2** - Investments
A(2). Relationship and ownership of the related party				
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party–including nature of its concern (financial or otherwise) and the following	Brahma AI India is an indirect subsidiary of the Company. Accordingly, its a related party as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.	DIMSL is an indirect subsidiary of the Company. Accordingly, the entites are related party as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.	DNEG is an indirect subsidiary of the Company. Accordingly, its a related party as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	PFL indirectly owns 81.43% of equity stake in Brahma AI India	PFL indirectly owns 88.29% of equity stake in DIMSL	PFL directly and indirectly owns 88.29% of equity stake in DNEG
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA		
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable. No shareholding by subsidiaries in PFL.		
A(3). Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Refer Annexure 1		
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Refer Annexure 2		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No		

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 8A	Transaction 8B	Transaction 8C
A(4). Amount of the proposed transaction(s)				
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Refer Annexure 3		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, since the Proposed Transaction exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2026-27 - 34.22% 2027-28 - 34.22%	2026-27 - 61.06% 2027-28 - 61.06%	2026-27 - 104.79% 2027-28 - 104.79%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**Party 1** - 5,742.74% & 5,742.74% for FY 2026-27 & 2027-28 respectively. **Party 2** - 788.82% & 788.82% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 10,247.20% & 10,247.20% for FY 2026-27 & 2027-28 respectively. **Party 2** - 260.60% & 260.60% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 17,587.15% & 17,587.15% for FY 2026-27 & 2027-28 respectively. **Party 2** - 8,079.30% & 8,079.30% for FY 2026-27 & 2027-28 respectively.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not availabe , calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	NA	NA
6	Financial performance of the related party for the immediately preceding financial year : Turnover Profit after tax Net worth (₹ Crores)	**Party 1** Turnover 28 Profit after tax (3) Net worth 7,095	**Party 1** Turnover 28 Profit after tax (3) Net worth 7,095	**Party 1** Turnover 28 Profit after tax (3) Net worth 7,095
		Party 2 Turnover 203 Profit after tax 4 Net worth 302	**Party 2** Turnover 1,096 Profit after tax 31 Net worth (94)	**Party 2** Turnover 61 Profit after tax 46 Net worth 2,658
A(5). Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Refer Annexure 3		
2	Details of each type of the proposed transaction	The proposed transactions are within the group and they are in the interest of the Group as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.		
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 and 2027-28		
4	Whether omnibus approval is being sought?	Yes		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year , provide estimated break -up financial year–wise.	Refer Annexure 3		

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 8A	Transaction 8B	Transaction 8C
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPTs are in the interest of the Company as these are aligned with the company's strategic objective, supports in leveraging group synergies, domain expertise, and shared group practices developed over the years. This results into cost efficiencies and consistent service quality for customers and mutually beneficial. These transactions support operational continuity through availability of skilled resources, and scalability aligned with business requirements. All transactions are executed on an arm's length basis, with market aligned pricing, ensuring transparency, fairness, and no conflict of interest.		
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.			
a	Name of the director / KMP	Namit Malhotra and Bharat Dighe	Naresh Malhotra, Bharat Dighe , Devarajan Samu and Vikas Rathee (CFO in both entities).	Namit Malhotra, Shalini Govil Pai, Vikas Rathee (Manager in DNEG & CFO in PFL).
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in Brahma AI India.	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in DIMSL.	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in DNEG.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All contracts with related parties are reviewed for arm's length testing.		
9	Other information relevant for decision making.	All relevant Information forms part of this Disclosure		
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A				
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable	Not applicable	Not applicable
2	Basis of determination of price.	Defined transfer pricing policy adopted by the group which is at arms length		
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA	NA
	a. Amount of Trade advance			
	b. Tenure			
	c. Whether same is self-liquidating?			
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary				
1	Source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	NA	NA	NA
	a. Nature of indebtedness			
	b. Total cost of borrowing			
	c. Tenure			
	d. Other details			

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 8A	Transaction 8B	Transaction 8C
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	NA		
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Cost + Spread		
5	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms		
6	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.		
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary				
1	Source of funds in connection with the proposed transaction.	Free cash flow from operations/internal Accruals		
2	Where any financial indebtedness is incurred to make investment, specify the following:	NA	NA	NA
	a. Nature of indebtedness			
	b. Total cost of borrowing			
	c. Tenure			
	d. Other details			
3	Purpose for which funds shall be utilized by the investee company.	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations
4	Material terms of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.				
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support funding requirements or working capital requirements.		
1	(b) Whether it will create a legally binding obligation on listed entity?	No	No	No
2	Material covenants of the proposed transaction including:			
	(i) commission, if any to be received by the listed entity or its subsidiary;	As per mutually agreed basis		
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recovery will be charged on mutually agreed basis		
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Nil	Nil	Nil

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 8A	Transaction 8B	Transaction 8C
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1	Material covenants of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.		
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Cost of Funds + Spread		
3	Cost of borrowing	NA		
4	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms		
5	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.		
6	Whether secured or unsecured	Unsecured	Unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA	NA	NA
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B				
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary				
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None	None
	In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;			
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;			
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.			
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary				
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary				
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Rated	Not Rated	Not Rated
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 8A	Transaction 8B	Transaction 8C
	FY 2023-2024			
	FY 2024-2025			
	FY 2025-2026			
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No	No	No
	In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;			
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;			
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.			
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction	**Party 1** - 0.03 **Party 2** - 0.07	**Party 1** - 0.03 **Party 2** - 3.35	**Party 1** - 0.03 **Party 2** - 0.00
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction	**Party 1** - (0.43) **Party 2** - 0.78	**Party 1** - (0.43) **Party 2** - 1.40	**Party 1** - (0.43) **Party 2** - 1.74
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction

Item No. 9

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

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
A. Minimum information of the proposed RPT, applicable to all RPTs								
A(1). Basic details of the related party								
1	Name of the related party	**Party 1 -** DNEG S.A.R.L. ("DNEG") **Party 2-** Double Negative Limited ("DNEG UK")	**Party 1 -** DNEG S.A.R.L. ("DNEG") **Party 2** - DNEG India Media Services Limited ("DIMSL")	**Party 1** - DNEG S.A.R.L. ("DNEG") **Party 2** - Brahma AI Services UK Limited ("Brahma AI UK")	**Party 1** - DNEG S.A.R.L. ("DNEG") **Party 2** - Double Negative Holdings Limited ("DNHL")	**Party 1** - DNEG S.A.R.L. ("DNEG") **Party 2** - Brahma AI Holdings Limited ("Brahma AI Holdings")	**Party 1** - DNEG S.A.R.L. ("DNEG") **Party 2** - Brahma AI Services India Limited ("Brahma AI India")	**Party 1** - DNEG S.A.R.L. ("DNEG") **Party 2** - PF World Limited ("PF World")
2	Country of incorporation of the related party	**Party 1** - Luxembourg **Party 2** - England & Wales	**Party 1** - Luxembourg **Party 2** - India	**Party 1** - Luxembourg **Party 2** - England & Wales	**Party 1** - Luxembourg **Party 2** - England & Wales	**Party 1** - Luxembourg **Party 2** - Jersey	**Party 1** - Luxembourg **Party 2** - India	**Party 1** - Luxembourg **Party 2** - Mauritius
3	Nature of business of the related party	**Party 1** - Investments **Party 2** - Post Production Services	**Party 1 -** Investments **Party 2 -** Post Production Services	**Party 1** - Investments **Party 2** - Technology and Software Services	**Party 1** - Investments **Party 2** - Investments	**Party 1** - Investments **Party 2** - Investments	**Party 1** - Investments **Party 2** - Technology and Software Services	**Party 1** - Investments **Party 2** - Investments
A(2). Relationship and ownership of the related party								
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party–including nature of its concern (financial or otherwise) and the following	Both entites are indirect subsidiaries of the Company. Accordingly, the entites are related parties as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.						
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	PFL directly and indirectly owns 88.29% of equity stake in DNEG and DNEG UK is a wholly owned subsidiary of DNEG.	PFL directly and indirectly owns 88.29% of equity stake in DNEG and DIMSL is a wholly owned subsidiary of DNEG.	PFL directly and indirectly owns 88.29% of equity stake in DNEG and Brahma AI UK is a subsidiary of DNEG with DNEG owning 90.20% equity stake.	PFL directly and indirectly owns 88.29% of equity stake in DNEG and DNHL is a wholly owned subsidiary of DNEG.	PFL directly and indirectly owns 88.29% of equity stake in DNEG and Brahma AI Holdings is a subsidiary of DNEG with DNEG owning 90.20% equity stake.	PFL directly and indirectly owns 88.29% of equity stake in DNEG and Brahma AI India is a subsidiary of DNEG with DNEG owning 92.23% equity stake.	PFL directly and indirectly owns 88.29% of equity stake in DNEG and directly owns 100% of equity stake in PF World.
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA						

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable. No shareholding by subsidiaries in PFL.						
A(3). Details of previous transactions with the related party								
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Refer Annexure 1						
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Refer Annexure 2						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						
A(4). Amount of the proposed transaction(s)								
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Refer Annexure 3						

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, since the Proposed Transaction exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.						
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2026-27 - 189.30% 2027-28 - 189.30%	2026-27 - 84.48% 2027-28 - 84.48%	2026-27 - 137.94% 2027-28 - 137.94%	2026-27 - 68.44% 2027-28 - 68.44%	2026-27 - 91.96% 2027-28 - 91.96%	2026-27 - 45.98% 2027-28 - 45.98%	2026-27 - 55.61% 2027-28 - 55.61%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**Party 1** - 14,592.20% & 14,592.20% for FY 2026-27 & 2027-28 respectively. **Party 2** – 870.57% & 870.57% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 6,512.90% & 6,512.90% for FY 2026-27 & 2027-28 respectively. **Party 2** –360.54% & 360.54% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 10,634.99% & 10,634.99% for FY 2026-27 & 2027-28 respectively. **Party 2** - 1,141.89% & 1,141.89% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 5.276.78% & 5,276.78% for FY 2026-27 & 2027-28 respectively. **Party 2** - Annual turnover is Nil.	**Party 1** - 7,089.99% & 7,089.99% for FY 2026-27 & 2027-28 respectively. **Party 2** - Annual turnover is Nil.	**Party 1** - 3,545.00% & 3,545.00% for FY 2026-27 & 2027-28 respectively. **Party 2** - 1,059.97% & 1,059.97% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 4,286.97% & 4,286.97% for FY 2026-27 & 2027-28 respectively **Party 2** - Annual Turnover is Nil
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not availabe , calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	NA	NA	NA	NA	NA	NA

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
6	Financial performance of the related party for the immediately preceding financial year : Turnover Profit after tax Net worth (₹ Crores)	**Party 1** Turnover 61 Profit after tax 46 Net worth 2,658	**Party 1** Turnover 61 Profit after tax 46 Net worth 2,658	**Party 1** Turnover 61 Profit after tax 46 Net worth 2,658	**Party 1** Turnover 61 Profit after tax 46 Net worth 2,658	**Party 1** Turnover 61 Profit after tax 46 Net worth 2,658	**Party 1** Turnover 61 Profit after tax 46 Net worth 2,658	**Party 1** Turnover 61 Profit after tax 46 Net worth 2,658
		Party 2 Turnover 1,017 Profit after tax 224 Net worth 3	**Party 2** Turnover 1,096 Profit after tax 31 Net worth (94)	**Party 2** Turnover 565 Profit after tax (29) Net worth (225)	**Party 2** Turnover - Profit after tax (1) Net worth (1)	**Party 2** Turnover - Profit after tax (3) Net worth 1,864	**Party 2** Turnover 203 Profit after tax 4 Net worth 302	**Party 2** Turnover Nil Profit after tax (1) Net worth (551)
A(5). Basic details of the proposed transaction								
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Refer Annexure 3						
2	Details of each type of the proposed transaction	The proposed transactions are within the group and they are in the interest of the Group as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.						
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 and 2027-28						
4	Whether omnibus approval is being sought?	Yes						
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year , provide estimated break -up financial year–wise.	Refer Annexure 3						
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPTs are in the interest of the Company as these are aligned with the company's strategic objective, supports in leveraging group synergies, domain expertise, and shared group practices developed over the years. This results into cost efficiencies and consistent service quality for customers and mutually beneficial. These transactions support operational continuity through availability of skilled resources, and scalability aligned with business requirements. All transactions are executed on an arm's length basis, with market aligned pricing, ensuring transparency, fairness, and no conflict of interest.						

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.							
a	Name of the director / KMP	PFL & DNEG: Namit Malhotra, Shalini Govil Pai, Vikas Rathee (Manager in DNEG & CFO in PFL). PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNL & CFO in PFL)	PFL & DNEG: Namit Malhotra, Shalini Govil Pai, Vikas Rathee (Manager in DNEG & CFO in PFL). PFL & DIMSL: Naresh Malhotra, Samu Devarajan, Bharat Dighe, Vikas Rathee (Manager in DNEG & CFO in PFL).	PFL & DNEG: Namit Malhotra, Shalini Govil Pai, Vikas Rathee (Manager in DNEG & CFO in PFL). PFL & Brahma AI UK: No Common Directors.	PFL & DNEG: Namit Malhotra, Shalini Govil Pai, Vikas Rathee (Manager in DNEG & CFO in PFL). PFL & DNHL: Vikas Rathee (Director in DNHL & CFO in PFL)	PFL & DNEG: Namit Malhotra, Shalini Govil Pai, Vikas Rathee (Manager in DNEG & CFO in PFL). PFL & Brahma AI Holdings: Namit Malhotra.	PFL & DNEG: Namit Malhotra, Shalini Govil Pai, Vikas Rathee (Manager in DNEG & CFO in PFL). PFL & Brahma AI India: Namit Malhotra, Bharat Dighe.	PFL & DNEG: Namit Malhotra, Shalini Govil Pai, Vikas Rathee (Manager in DNEG & CFO in PFL). PFL & PF World: Namit Malhotra, Bharat Dighe
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in both the related parties.						
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All contracts with related parties are reviewed for arm's length testing.						
9	Other information relevant for decision making.	All relevant Information forms part of this Disclosure						
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A								
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances								
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
2	Basis of determination of price.	Defined transfer pricing policy adopted by the group which is at arms length						
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA	NA	NA	NA	NA	NA
	a. Amount of Trade advance							
	b. Tenure							
	c. Whether same is self-liquidating?							

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary								
1	Source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	NA	NA	NA	NA	NA	NA	NA
	a. Nature of indebtedness							
	b. Total cost of borrowing							
	c. Tenure							
	d. Other details							
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	SOFR/ SONIA + Margin in the range of 2.50% to 3.75% per annum subject to leverage levels						
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Cost + Spread						
5	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms						
6	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.						
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary								
1	Source of funds in connection with the proposed transaction.	Free cash flow from operations/internal Accruals						

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
2	Where any financial indebtedness is incurred to make investment, specify the following:	NA	NA	NA	NA	NA	NA	NA
	a. Nature of indebtedness							
	b. Total cost of borrowing							
	c. Tenure							
	d. Other details							
3	Purpose for which funds shall be utilized by the investee company.	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations
4	Material terms of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.						
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.								
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support funding requirements or working capital requirements.						
1	(b) Whether it will create a legally binding obligation on listed entity?	No	No	No	No	No	No	No
2	Material covenants of the proposed transaction including:							
	(i) commission, if any to be received by the listed entity or its subsidiary;	As per mutually agreed basis						
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recovery will be charged on mutually agreed basis						
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary								
1	Material covenants of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.						
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Cost of Funds + Spread						
3	Cost of borrowing	SOFR/ SONIA + Margin in the range of 2.50% to 3.75% per annum subject to leverage levels						
4	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms						
5	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.						
6	Whether secured or unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA	NA	NA
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B								
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary								
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None	None	None	None	None	None
	In addition, state the following:							

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	-	-	-	-	-	-	-
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;							
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;							
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.							
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary								
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary								
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party
	FY 2023-2024	-	-	-	-	-	-	-
	FY 2024-2025							
	FY 2025-2026							
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹ 1000 crore	Not more than ₹ 1000 crore	Not more than ₹ 1000 crore	Not more than ₹ 1000 crore	Not more than ₹ 1000 crore	Not more than ₹ 1000 crore	Not more than ₹ 1,000 crore

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No	No	No	No	No	No	No
	In addition, state the following:							
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	-	-	-	-	-	-	-
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;							
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;							
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.							

Sr. No.	Particulars of the information	Information provided by the management						
		Resolution No.						
		Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E	Transaction 9F	Transaction 9G
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary								
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements							
	a. Before transaction	**Party 1** - Nil **Party 2** - 1,929.31	**Party 1** - Nil **Party 2** - 3.35	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - Nil
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements							
	a. Before transaction	**Party 1** - 1.74 **Party 2** - 1.61	**Party 1** - 1.74 **Party 2** - 1.40	**Party 1** - 1.74 **Party 2** - 437.85	**Party 1** - 1.74 **Party 2** - (7,451.45)	**Party 1** - 1.74 **Party 2** - Nil	**Party 1** - 1.74 **Party 2** - 0.78	**Party 1** - 1.74 **Party 2** - Nil
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction

Item no. 10

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

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
A. Minimum information of the proposed RPT, applicable to all RPTs											
A(1). Basic details of the related party											
1	Name of the related party	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - DNEG Australia PTY Ltd. ("DNEG Australia")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - Double Negative Canada Productions Ltd ("DNEG Vancouver")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - Double Negative Montreal Productions Ltd ("DNEG Montreal")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - DNEG India Media Services Limited ("DIMSL")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - DNEG North America Inc ("DNEG NA")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - Brahma AI Services UK Limited ("Brahma AI UK")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - Double Negative Films Ltd ("DNEG Films")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - Double Negative Holdings Limited ("DNHL")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - Brahma AI Limited ("Brahma AI")	**Party 1** - Double Negative Limited ("DNEG UK") **Party 2** - Prime Focus Technologies UK Limited ("PFT UK")
2	Country of incorporation of the related party	**Party 1** - England & Wales **Party 2** - Australia	**Party 1** - England & Wales **Party 2** - Canada	**Party 1** - England & Wales **Party 2** - Canada	**Party 1** - England & Wales **Party 2** - India	**Party 1** - England & Wales **Party 2** - USA	**Party 1** - England & Wales **Party 2** - England & Wales	**Party 1** - England & Wales **Party 2** - England & Wales	**Party 1** - England & Wales **Party 2** - England & Wales	**Party 1** - England & Wales **Party 2** - England & Wales	**Party 1** - England & Wales **Party 2** - England & Wales
3	Nature of business of the related party	**Party 1** - Post Production Services **Party 2** - Post Production Services	**Party 1** - Post Production Services **Party 2** - Post Production Services	**Party 1** - Post Production Services **Party 2** - Post Production Services	**Party 1** - Post Production Services **Party 2** - Post Production Services	**Party 1** - Post Production Services **Party 2** - Post Production Services	**Party 1** - Post Production Services **Party 2** - Technology and Software Services	**Party 1** - Post Production Services **Party 2** - Film investments	**Party 1** - Post Production Services **Party 2** - Investments	**Party 1** - Post Production Services **Party 2** - Technology and Software Services	**Party 1** - Post Production Services **Party 2** - Digital Asset Management
A(2). Relationship and ownership of the related party											
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party– including nature of its concern (financial or otherwise) and the following	Both entites are indirect subsidiaries of the Company. Accordingly, the entites are related parties as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.									
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and DNEG Australia	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and DNEG Vancouver	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and DNEG Montreal	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and DIMSL	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and DNEG NA	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and 79.64% of equity stake in Brahma AI UK	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and DNEG Films	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and DNHL	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and 79.64% of equity stake in Brahma AI	PFL directly and indirectly owns 88.29% of equity stake in DNEG UK and 81.43% of equity stake in PFT UK

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA									
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable. No shareholding by subsidiaries in PFL.									
A(3). Details of previous transactions with the related party											
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Refer Annexure 1									
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Refer Annexure 2									

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No									
A(4). Amount of the proposed transaction(s)											
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Refer Annexure 3									
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, since the Proposed Transaction exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.									
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2026-27 - 170.02% 2027-28 - 170.02%	2026-27 - 85.55% 2027-28 - 85.55%	2026-27 - 224.56% 2027-28 - 224.56%	2026-27 - 87.69% 2027-28 - 87.69%	2026-27 - 152.70% 2027-28 - 152.70%	2026-27 - 94.1% 2027-28 - 94.1%	2026-27 - 249.15% 2027-28 - 249.15%	2026-27 - 67.37% 2027-28 - 67.37%	2026-27 - 51.33% 2027-28 - 51.33%	2026-27 - 19.46% 2027-28 - 19.46%

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**Party 1** - 782.04% & 782.04% for FY 2026-27 & 2027-28 respectively. **Party 2** - 2,003.91% & 2,003.91% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 393.48% & 393.48% for FY 2026-27 & 2027-28 respectively. **Party 2** - 908.47% & 908.47% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 1,032.88% & 1,032.88% for FY 2026-27 & 2027-28 respectively. **Party 2** - 613.15% & 613.15% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 403.31% & 403.31% for FY 2026-27 & 2027-28 respectively. **Party 2** - 374.24% & 374.24% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 702.36% & 702.36% for FY 2026-27 & 2027-28 respectively. **Party 2** - 7.094.11% & 7,094.11% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 432.82% & 432.82% for FY 2026-27 & 2027-28 respectively. **Party 2** - 778.97% & 778.97% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 1,146.00% & 1,146.00% for FY 2026-27 & 2027-28 respectively. **Party 2** - 49,372.98% & 49,372.98% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 309.86% & 309.86% for FY 2026-27 & 2027-28 respectively. **Party 2** - Annual Turnover is Nil.	**Party 1** - 236.09% & 236.09% for FY 2026-27 & 2027-28 respectively. **Party 2** - 1241.3% & 1241.3% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 89.52% & 89.52% for FY 2026-27 & 2027-28 respectively. **Party 2** - 871.46% & 871.46% for FY 2026-27 & 2027-28 respectively.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not availabe , calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
6	Financial performance of the related party for the immediately preceding financial year : Turnover Profit after tax Net worth (₹ Crores)	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3	**Party 1** Turnover 1,017 Profit after tax 224 Net worth 3
		Party 2 Turnover 397 Profit after tax 18 Net worth 34	**Party 2** Turnover 440 Profit after tax 24 Net worth 294	**Party 2** Turnover 1,712 Profit after tax 46 Net worth 575	**Party 2** Turnover 1,096 Profit after tax 31 Net worth (94)	**Party 2** Turnover 101 Profit after tax 6 Net worth 103	**Party 2** Turnover 565 Profit after tax (29) Net worth (225)	**Party 2** Turnover 24 Profit after tax 25 Net worth (35)	**Party 2** Turnover - Profit after tax (1) Net worth (1)	**Party 2** Turnover 193 Profit after tax 9 Net worth 418	**Party 2** Turnover 104 Profit after tax 10 Net worth 12

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
A(5). Basic details of the proposed transaction											
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Refer Annexure 3									
2	Details of each type of the proposed transaction	The proposed transactions are within the group and they are in the interest of the Group as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.									
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 and 2027-28									
4	Whether omnibus approval is being sought?	Yes									
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year , provide estimated break -up financial year–wise.	Refer Annexure 3									
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPTs are in the interest of the Company as these are aligned with the company's strategic objective, supports in leveraging group synergies, domain expertise, and shared group practices developed over the years. This results into cost efficiencies and consistent service quality for customers and mutually beneficial. These transactions support operational continuity through availability of skilled resources, and scalability aligned with business requirements. All transactions are executed on an arm's length basis, with market aligned pricing, ensuring transparency, fairness, and no conflict of interest.									
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.										

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	**Transaction 10B**	**Transaction 10C**	**Transaction 10D**	**Transaction 10E**	**Transaction 10F**	**Transaction 10G**	**Transaction 10H**	**Transaction 10I**	**Transaction 10J**
a	Name of the director / KMP	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & DNEG Australia: Bharat Dighe	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & DNEG Vancouver: Bharat Dighe, Vikas Rathee (Director in DNEG Vancouver & CFO in PFL).	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & DNEG Montreal: Bharat Dighe, Vikas Rathee (Director in DNEG Montreal & CFO in PFL).	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & DIMSL: Naresh Malhotra, Bharat Dighe, Devarajan Samu, Vikas Rathee (CFO in both PFL & DIMSL).	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & DNEG NA: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG NA & CFO in PFL).	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & Brahma AI UK: No common Directors.	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & DNEG Films: Vikas Rathee (Director in DNEG Films & CFO in PFL).	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & DNHL: Vikas Rathee (Director in DNHL & CFO in PFL).	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & Brahma AI: Vikas Rathee (Director in Brahma AI UK & CFO in PFL).	PFL & DNEG UK: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG UK & CFO in PFL). PFL & PFT UK: Vikas Rathee (Director in PFT UK & CFO in PFL).
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in both the related parties.									
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All contracts with related parties are reviewed for arm's length testing.									
9	Other information relevant for decision making.	All relevant Information forms part of this Disclosure									
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A											
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances											
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
2	Basis of determination of price.	Defined transfer pricing policy adopted by the group which is at arms length									

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	a. Amount of Trade advance										
	b. Tenure										
	c. Whether same is self-liquidating?										
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary											
1	Source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	a. Nature of indebtedness										
	b. Total cost of borrowing										
	c. Tenure										
	d. Other details										

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	SOFR/ SONIA + Margin in the range of 2.50% to 3.75% per annum subject to leverage levels									
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Cost + Spread									
5	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms									
6	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.									
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary											
1	Source of funds in connection with the proposed transaction.	Free cash flow from operations/internal Accruals									
2	Where any financial indebtedness is incurred to make investment, specify the following:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	a. Nature of indebtedness										
	b. Total cost of borrowing										
	c. Tenure										
	d. Other details										

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
3	Purpose for which funds shall be utilized by the investee company.	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations
4	Material terms of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.									
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.											
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support funding requirements or working capital requirements.									
1	(b) Whether it will create a legally binding obligation on listed entity?	No	No	No	No	No	No	No	No	No	No
2	Material covenants of the proposed transaction including:										
	(i) commission, if any to be received by the listed entity or its subsidiary;	As per mutually agreed basis									
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recovery will be charged on mutually agreed basis									

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary											
1	Material covenants of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.									
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Cost of Funds + Spread									
3	Cost of borrowing	SOFR/ SONIA + Margin in the range of 2.50% to 3.75% per annum subject to leverage levels									
4	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms									
5	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.									
6	Whether secured or unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B											
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary											
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None	None	None	None	None	None	None	None	None
	In addition, state the following:										
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;										
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;										
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;										
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.										
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary											
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary											
1	If guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated	Not Rated
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party
	FY 2023-2024										
	FY 2024-2025										
	FY 2025-2026										
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,500 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore

<table>
<tr><th rowspan="3">Sr. No.</th><th rowspan="3">Particulars of the information</th><th colspan="10">Information provided by the management</th></tr>
<tr><th colspan="10">Resolution No.</th></tr>
<tr><th>Transaction 10A</th><th>Transaction 10B</th><th>Transaction 10C</th><th>Transaction 10D</th><th>Transaction 10E</th><th>Transaction 10F</th><th>Transaction 10G</th><th>Transaction 10H</th><th>Transaction 10I</th><th>Transaction 10J</th></tr>
<tr><td>4</td><td>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</td><td rowspan="6">No</td><td rowspan="6">No</td><td rowspan="6">No</td><td rowspan="6">No</td><td rowspan="6">No</td><td rowspan="6">No</td><td rowspan="6">No</td><td rowspan="6">No</td><td rowspan="6">No</td><td rowspan="6">No</td></tr>
<tr><td></td><td>In addition, state the following:</td></tr>
<tr><td></td><td>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</td></tr>
<tr><td></td><td>b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</td></tr>
<tr><td></td><td>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</td></tr>
<tr><td></td><td>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</td></tr>
</table>

Sr. No.	Particulars of the information	Information provided by the management									
		Resolution No.									
		Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary											
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements										
	a. Before transaction	**Party 1** - 1,929.31 **Party 2** - 1.71	**Party 1** - 1,929.31 **Party 2** - 0.20	**Party 1** - 1,929.31 **Party 2** - 0.29	**Party 1** - 1,929.31 **Party 2** - 3.35	**Party 1** - 1,929.31 **Party 2** - 0.30	**Party 1** - 1,929.31 **Party 2** - Nil	**Party 1** - 1,929.31 **Party 2** - Nil	**Party 1** - 1,929.31 **Party 2** - Nil	**Party 1** - 1,929.31 **Party 2** - Nil	**Party 1** - 1,929.31 **Party 2** - Nil
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements										
	a. Before transaction	**Party 1** - 1.61 **Party 2** - 2.21	**Party 1** - 1.61 **Party 2** - 7.90	**Party 1** - 1.61 **Party 2** - 1.89	**Party 1** - 1.61 **Party 2** - 1.40	**Party 1** - 1.61 **Party 2** - 1.03	**Party 1** - 1.61 **Party 2** - 437.85	**Party 1** - 1.61 **Party 2** - 2.91	**Party 1** - 1.61 **Party 2** - 7,451.45	**Party 1** - 1.61 **Party 2** - Nil	**Party 1** - 1.61 **Party 2** - 3.47
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction

Item No. 11

Details of material related party transaction(s) between Double Negative Montreal Productions Limited, a subsidiary of the Company and certain Identified Related Parties of the Company.

<table>
<tr><th rowspan="3">Sr. No.</th><th rowspan="3">Particulars of the information</th><th colspan="2">Information provided by the management</th></tr>
<tr><th colspan="2">Resolution No.</th></tr>
<tr><th>Transaction 11A</th><th>Transaction 11B</th></tr>
<tr><td colspan="4">A. Minimum information of the proposed RPT, applicable to all RPTs</td></tr>
<tr><td colspan="4">A(1). Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Party 1 - Double Negative Montreal Productions Ltd ("DNEG Montreal")

Party 2 - DNEG Australia PTY Ltd. ("DNEG Australia")</td><td>Party 1 - Double Negative Montreal Productions Ltd ("DNEG Montreal")

Party 2 - DNEG North America Inc ("DNEG NA")</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>Party 1 - Canada

Party 2 - Australia</td><td>Party 1 - Canada

Party 2 - USA</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>Party 1 - Post Production Services

Party 2 - Post Production Services</td><td>Party 1 - Post Production Services

Party 2 - Post Production Services</td></tr>
<tr><td colspan="4">A(2). Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party–including nature of its concern (financial or otherwise) and the following</td><td colspan="2">Both entites are indirect subsidiaries of the Company. Accordingly, the entites are related parties as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.</td></tr>
<tr><td>a</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>PFL directly and indirectly owns 88.29% of equity stake in DNEG Montreal and DNEG Australia</td><td>PFL directly and indirectly owns 88.29% of equity stake in DNEG Montreal and DNEG NA</td></tr>
<tr><td>b</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td colspan="2">NA</td></tr>
<tr><td>c</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td colspan="2">Not applicable. No shareholding by subsidiaries in PFL.</td></tr>
<tr><td colspan="4">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td colspan="2">Refer Annexure 1</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td colspan="2">Refer Annexure 2</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td colspan="2">No</td></tr>
<tr><td colspan="4">A(4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td colspan="2">Refer Annexure 3</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="2">Yes, since the Proposed Transaction exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.</td></tr>
</table>

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 11A	Transaction 11B
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2026-27 - 55.61% 2027-28 - 55.61%	2026-27 - 85.55% 2027-28 - 85.55%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**Party 1** - 151.83% & 151.83% for FY 2026-27 & 2027-28 respectively. **Party 2** - 655.37% & 655.37% for FY 2026-27 & 2027-28 respectively.	**Party 1 -** 3,974.29% & 3,974.29% for FY 2026-27 & 2027-28 respectively. **Party 2 -** 233.58% & 233.58% for FY 2026-27 & 2027-28 respectively.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not availabe , calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	NA
6	Financial performance of the related party for the immediately preceding financial year : Turnover Profit after tax Net worth (₹ Crores)	**Party 1** Turnover 1,712 Profit after tax 46 Net worth 575 **Party 2** Turnover 397 Profit after tax 18 Net worth 34	**Party 1** Turnover 1,712 Profit after tax 46 Net worth 575 **Party 2** Turnover 101 Profit after tax 6 Net worth 103
A(5). Basic details of the proposed transaction			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Refer Annexure 3	
2	Details of each type of the proposed transaction	The proposed transactions are within the group and they are in the interest of the Group as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 and 2027-28	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year , provide estimated break -up financial year–wise.	Refer Annexure 3	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPTs are in the interest of the Company as these are aligned with the company's strategic objective, supports in leveraging group synergies, domain expertise, and shared group practices developed over the years. This results into cost efficiencies and consistent service quality for customers and mutually beneficial. These transactions support operational continuity through availability of skilled resources, and scalability aligned with business requirements. All transactions are executed on an arm's length basis, with market aligned pricing, ensuring transparency, fairness, and no conflict of interest.	

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 11A	Transaction 11B
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
a	Name of the director / KMP	PFL & DNEG Montreal: Bharat Dighe, Vikas Rathee (Director in DNEG Montreal & CFO in PFL). PFL & DNEG Australia: Bharat Dighe.	PFL & DNEG Montreal: Bharat Dighe, Vikas Rathee (Director in DNEG Montreal & CFO in PFL). PFL & DNEG NA: Namit Malhotra, Bharat Dighe, Vikas Rathee (Director in DNEG NA & CFO in PFL).
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in both the related parties.	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All contracts with related parties are reviewed for arm's length testing.	
9	Other information relevant for decision making.	All relevant Information forms part of this Disclosure	
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A			
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances			
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable	Not applicable
2	Basis of determination of price.	Defined transfer pricing policy adopted by the group which is at arms length	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary			
1	Source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	NA	NA
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Canadian Prime Rate + 0.80% Margin	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Cost + Spread	
5	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms	

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 11A	Transaction 11B
6	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.	
7	Whether secured or unsecured?	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital Requirement	Working Capital Requirement
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary			
1	Source of funds in connection with the proposed transaction.	Free cash flow from operations/internal Accruals	
2	Where any financial indebtedness is incurred to make investment, specify the following:	NA	NA
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
3	Purpose for which funds shall be utilized by the investee company.	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations
4	Material terms of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.	
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.			
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support funding requirements or working capital requirements.	
1	(b) Whether it will create a legally binding obligation on listed entity?	No	No
2	Material covenants of the proposed transaction including:		
	(i) commission, if any to be received by the listed entity or its subsidiary;	As per mutually agreed basis	
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recovery will be charged on mutually agreed basis	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Nil	Nil
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary			
1	Material covenants of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.	
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Cost of Funds + Spread	
3	Cost of borrowing	Canadian Prime Rate + 0.80% Margin	
4	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms	
5	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.	
6	Whether secured or unsecured	Unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA	NA
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working Capital Requirement	Working Capital Requirement

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 11A	Transaction 11B
C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B			
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary			
1	Latest credit rating of the related party	Not Rated	Not Rated
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None
	In addition, state the following:		
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;		
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;		
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;		
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.		
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary			
1	Latest credit rating of the related party	Not Rated	Not Rated
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No Regulatory Approval Required	No Regulatory Approval Required
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary			
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Rated	Not Rated
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related Party is Going Concern Party	Related Party is Going Concern Party
	FY 2023-2024		
	FY 2024-2025		
	FY 2025-2026		
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 11A	Transaction 11B
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No	No
	In addition, state the following:		
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;		
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;		
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;		
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.		
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary			
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		
	a. Before transaction	**Party 1 -** 0.29 **Party 2 -** 1.71	**Party 1 -** 0.29 **Party 2 -** 0.30
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements		
	a. Before transaction	**Party 1 -** 1.89 **Party 2 -** 2.21	**Party 1 -** 1.89 **Party 2 -** 1.03
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction

Item No. 12

Details of material related party transaction(s) between Brahma AI Services India Limited (formerly Prime Focus Technologies Limited), a subsidiary of the Company and certain Identified Related Parties of the Company.

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 12A	Transaction 12B
A. Minimum information of the proposed RPT, applicable to all RPTs			
A(1). Basic details of the related party			
1	Name of the related party	**Party 1** - Brahma AI Services India Limited ("Brahma AI India") **Party 2** - DNEG India Media Services Limited ("DIMSL")	**Party 1** - Brahma AI Services India Limited ("Brahma AI India") **Party 2** - Prime Focus Technologies UK Limited ("PFT UK")
2	Country of incorporation of the related party	**Party 1** - India **Party 2** - India	**Party 1** - India **Party 2** - England and Wales
3	Nature of business of the related party	**Party 1** - Technology and Software Services **Party 2** - Post Production Services	**Party 1** - Technology and Software Services **Party 2** - Technology and Software Services
A(2). Relationship and ownership of the related party			
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party–including nature of its concern (financial or otherwise) and the following	Both entites are indirect subsidiaries of the Company. Accordingly, the entites are related parties as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.	
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	PFL directly and indirectly owns 81.43% of equity stake in Brahma AI India and 88.29% in of equity stake in DIMSL.	PFL directly and indirectly owns 81.43% of equity stake in Brahma AI India and PFT UK
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA	
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable. No shareholding by subsidiaries in PFL.	
A(3). Details of previous transactions with the related party			
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Refer Annexure 1	
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Refer Annexure 2	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	
A(4). Amount of the proposed transaction(s)			
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Refer Annexure 3	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, since the Proposed Transaction exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2026-27 - 29.94% 2027-28 - 29.94%	2026-27 - 71.00% 2027-28 - 71.00%

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 12A	Transaction 12B
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**Party 1** - 690.22% & 690.22% for FY 2026-27 & 2027-28 respectively. **Party 2** - 127.79% & 127.79% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 1,636.80% & 1,636.80% for FY 2026-27 & 2027-28 respectively. **Party 2** - 3,179.39% & 3,179.39% for FY 2026-27 & 2027-28 respectively.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not availabe , calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	
6	Financial performance of the related party for the immediately preceding financial year : Turnover Profit after tax Net worth (₹ Crores)	**Party 1** Turnover 203 Profit after tax 4 Net worth 302 **Party 2** Turnover 1,096 Profit after tax 31 Net worth (94)	**Party 1** Turnover 203 Profit after tax 4 Net worth 302 **Party 2** Turnover - 104 Profit after tax - 10 Net worth - 12
A(5). Basic details of the proposed transaction			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Refer Annexure 3	
2	Details of each type of the proposed transaction	The proposed transactions are within the group and they are in the interest of the Group as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 and 2027-28	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year , provide estimated break -up financial year–wise.	Refer Annexure 3	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPTs are in the interest of the Company as these are aligned with the company's strategic objective, supports in leveraging group synergies, domain expertise, and shared group practices developed over the years. This results into cost efficiencies and consistent service quality for customers and mutually beneficial. These transactions support operational continuity through availability of skilled resources, and scalability aligned with business requirements. All transactions are executed on an arm's length basis, with market aligned pricing, ensuring transparency, fairness, and no conflict of interest.	
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
a	Name of the director / KMP	PFL & Brahma AI India: Namit Malhotra, Bharat Dighe, PFL & DIMSL: Naresh Malhotra, Bharat Dighe, Devarajan Samu, Vikas Rathee (CFO in both entities).	PFL & Brahma AI India: Namit Malhotra, Bharat Dighe. PFL & PFT UK: Vikas Rathee (Director in PFT UK & CFO in PFL)
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in both the related parties.	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All contracts with related parties are reviewed for arm's length testing.	
9	Other information relevant for decision making.	All relevant Information forms part of this Disclosure	

Sr. No.	Particulars of the information	Information provided by the management Resolution No. Transaction 12A	Transaction 12B
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A			
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances			
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable	Not applicable
2	Basis of determination of price.	Defined transfer pricing policy adopted by the group which is at arms length	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary			
1	Source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	NA	NA
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	SOFR/ SONIA + 3% Margin	NA
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Cost + Spread	
5	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms	
6	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.	
7	Whether secured or unsecured?	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital Requirement	Working Capital Requirement
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary			
1	Source of funds in connection with the proposed transaction.	Free cash flow from operations/internal Accruals	
2	Where any financial indebtedness is incurred to make investment, specify the following:	NA	NA
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
3	Purpose for which funds shall be utilized by the investee company.	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations
4	Material terms of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.	

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 12A	Transaction 12B
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.			
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support funding requirements or working capital requirements.	
1	(b) Whether it will create a legally binding obligation on listed entity?	No	No
2	Material covenants of the proposed transaction including:		
	(i) commission, if any to be received by the listed entity or its subsidiary;	As per mutually agreed basis	
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recovery will be charged on mutually agreed basis	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Nil	Nil
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary			
1	Material covenants of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.	
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Cost of Funds + Spread	
3	Cost of borrowing	SOFR/ SONIA + 3% Margin	NA
4	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms	
5	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.	
6	Whether secured or unsecured	Unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA	NA
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working Capital Requirement	Working Capital Requirement
C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B			
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary			
1	Latest credit rating of the related party	Not Rated	Not Rated
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None
	In addition, state the following:		
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;		
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;		
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;		
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.		
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary			
1	Latest credit rating of the related party	Not Rated	Not Rated
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No Regulatory Approval Required	No Regulatory Approval Required

Sr. No.	Particulars of the information	Information provided by the management	
		Resolution No.	
		Transaction 12A	Transaction 12B
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary			
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Rated	Not Rated
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related Party is Going Concern Party	Related Party is Going Concern Party
	FY 2023-2024		
	FY 2024-2025		
	FY 2025-2026		
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No	No
	In addition, state the following:		
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;		
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;		
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;		
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.		
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary			
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		
	a. Before transaction	**Party 1 -** 0.07 **Party 2 -** 3.35	**Party 1 -** 0.07 **Party 2 -** 7.17
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements		
	a. Before transaction	**Party 1** - 0.78 **Party 2** - 1.40	**Party 1** - 0.78 **Party 2** - 0.29
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction

Item No. 13

Details of material related party transaction(s) between Brahma AI Services UK Limited (formerly Metaphysic Limited), a subsidiary of the Company and certain Identified Related Parties of the Company.

Sr. No.	Particulars of the information	Information provided by the management			
		Resolution No.			
		Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D
A. Minimum information of the proposed RPT, applicable to all RPTs					
A(1). Basic details of the related party					
1	Name of the related party	**Party 1** - Brahma AI Services UK Limited [Formerly Metaphysic Limited] ("Brahma AI UK") **Party 2** - Brahma AI Holdings Limited ("Brahma AI Holdings")	**Party 1** - Brahma AI Services UK Limited [Formerly Metaphysic Limited] ("Brahma AI UK") **Party 2** - Brahma AI Limited ("Brahma AI")	**Party 1** - Brahma AI Services UK Limited [Formerly Metaphysic Limited] ("Brahma AI UK") **Party 2** - Brahma AI ME Ltd. ("Brahma AI ME")	**Party 1** - Brahma AI Services UK Limited [Formerly Metaphysic Limited] ("Brahma AI UK") **Party 2** - Prime Focus Technologies UK Limited ("PFT UK")
2	Country of incorporation of the related party	**Party 1** - England & Wales **Party 2** - Jersey	**Party 1** - England & Wales **Party 2 -** England & Wales	**Party 1** - England & Wales **Party 2** - UAE	**Party 1** - England & Wales **Party 2** - England & Wales
3	Nature of business of the related party	**Party 1** - Technology and Software Services **Party 2** - Investments	**Party 1** - Technology and Software Services **Party 2** - Technology and Software Services	**Party 1** - Technology and Software Services **Party 2** - Technology and Software Services	**Party 1** - Technology and Software Services **Party 2** - Technology and Software Services
A(2). Relationship and ownership of the related party					
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party–including nature of its concern (financial or otherwise) and the following	Both entites are indirect subsidiaries of the Company. Accordingly, the entites are related parties as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.			
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	PFL directly and indirectly owns 79.64% of equity stake in Brahma AI Holdings and Brahma AI UK.	PFL directly and indirectly owns 79.64% equity stake in Brahma AI and Brahma AI UK.	PFL directly and indirectly owns 79.64% of equity stake in Brahma AI ME and Brahma AI UK.	PFL directly and indirectly owns 79.64% of equity stake in Brahma AI UK and 81.43% of equity stake in PFT UK.
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA			
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable. No shareholding by subsidiaries in PFL.			

Sr. No.	Particulars of the information	Information provided by the management			
		Resolution No.			
		Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D
A(3). Details of previous transactions with the related party					
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Refer Annexure 1			
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Refer Annexure 2			
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No			
A(4). Amount of the proposed transaction(s)					
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Refer Annexure 3			
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, since the Proposed Transaction exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.			
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2026-27 - 136.87% 2027-28 - 136.87%	2026-27 - 70.58% 2027-28 - 70.58%	2026-27 - 86.62% 2027-28 - 86.62%	2026-27 - 48.55% 2027-28 - 48.55%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**Party 1 -** 1,133.04% & 1,133.04% for FY 2026-27 & 2027-28 respectively. **Party 2 -** Annual Turnover is Nil.	**Party 1** - 584.22% & 584.22% for FY 2026-27 & 2027-28 respectively. **Party 2** - 1,706.79% & 1,706.79% for FY 2026-27 & 2027-28 respectively.	**Party 1** - 717.00% & 717.00% for FY 2026-27 & 2027-28 respectively. **Party 2** - Annual turnover is Nil.	**Party 1** - 401.88% & 401.88% for FY 2026-27 & 2027-28 respectively. **Party 2** - 2,173.86% & 2,173.86% for FY 2026-27 and 2027-28 respectively.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not availabe , calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	NA	NA	NA

Sr. No.	Particulars of the information	Information provided by the management			
		Resolution No.			
		Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D
6	Financial performance of the related party for the immediately preceding financial year : Turnover Profit after tax Net worth (₹ Crores)	**Party 1** Turnover 565 Profit after tax (29) Net worth (225)	**Party 1** Turnover 565 Profit after tax (29) Net worth (225)	**Party 1** Turnover 565 Profit after tax (29) Net worth (225)	**Party 1** Turnover 565 Profit after tax (29) Net worth (225)
		Party 2 Turnover - Profit after tax (3) Net worth 1,864	**Party 2** Turnover 193 Profit after tax 9 Net worth 418	**Party 2** Turnover - Profit after tax - Net worth -	**Party 2** Turnover - 104 Profit after tax - 10 Net worth - 12
A(5). Basic details of the proposed transaction					
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Refer Annexure 3			
2	Details of each type of the proposed transaction	The proposed transactions are within the group and they are in the interest of the Group as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.			
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 and 2027-28			
4	Whether omnibus approval is being sought?	Yes			
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break -up financial year– wise.	Refer Annexure 3			
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPTs are in the interest of the Company as these are aligned with the company's strategic objective, supports in leveraging group synergies, domain expertise, and shared group practices developed over the years. This results into cost efficiencies and consistent service quality for customers and mutually beneficial. These transactions support operational continuity through availability of skilled resources, and scalability aligned with business requirements. All transactions are executed on an arm's length basis, with market aligned pricing, ensuring transparency, fairness, and no conflict of interest.			
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.				
a	Name of the director / KMP	PFL & Brahma AI UK: No common directors. PFL & Brahma AI Holdings: Namit Malhotra.	PFL & Brahma AI UK: No common directors. PFL & Brahma AI: Vikas Rathee (Director in Brahma AI & CFO in PFL).	PFL & Brahma AI UK: No common directors. PFL & Brahma AI ME: Namit Malhotra.	PFL & Brahma AI UK: No Directors PFL & PFT UK: Vikas Rathee (Director in PFT UK & CFO in PFL)
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in both the related parties.			
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All contracts with related parties are reviewed for arm's length testing.			
9	Other information relevant for decision making.	All relevant Information forms part of this Disclosure			

Sr. No.	Particulars of the information	Information provided by the management			
		Resolution No.			
		Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A					
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances					
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable	Not applicable	Not applicable	Not applicable
2	Basis of determination of price.	Defined transfer pricing policy adopted by the group which is at arms length			
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA	NA	NA
	a. Amount of Trade advance				
	b. Tenure				
	c. Whether same is self-liquidating?				
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary					
1	Source of funds in connection with the proposed transaction.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	NA	NA	NA	NA
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. Other details				
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	NA	NA	NA	NA
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Cost + Spread			
5	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms			
6	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.			
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement

Sr. No.	Particulars of the information	Information provided by the management			
		Resolution No.			
		Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary					
1	Source of funds in connection with the proposed transaction.	Free cash flow from operations/internal Accruals			
2	Where any financial indebtedness is incurred to make investment, specify the following:	NA	NA	NA	NA
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. Other details				
3	Purpose for which funds shall be utilized by the investee company.	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations	Working Capital/ General Corporate Purposes/ Expansion of business operations
4	Material terms of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.			
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.					
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support funding requirements or working capital requirements.			
1	(b) Whether it will create a legally binding obligation on listed entity?	No	No	No	No
2	Material covenants of the proposed transaction including:				
	(i) commission, if any to be received by the listed entity or its subsidiary;	As per mutually agreed basis			
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recovery will be charged on mutually agreed basis			
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Nil	Nil	Nil	Nil
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary					
1	Material covenants of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.			
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Cost of Funds + Spread			
3	Cost of borrowing	NA			
4	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms			
5	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.			
6	Whether secured or unsecured	Unsecured	Unsecured	Unsecured	Unsecured

Sr. No.	Particulars of the information	Information provided by the management			
		Resolution No.			
		Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D
7	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement
C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B					
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary					
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None	None	None
	In addition, state the following:				
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;				
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;				
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;				
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.				
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary					
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary					
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Rated	Not Rated	Not Rated	Not Rated

Sr. No.	Particulars of the information	Information provided by the management			
		Resolution No.			
		Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party
	FY 2023-2024				
	FY 2024-2025				
	FY 2025-2026				
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No	No	No	No
	In addition, state the following:				
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;				
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;				
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;				
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.				

Sr. No.	Particulars of the information	Information provided by the management			
		Resolution No.			
		Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary					
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements				
	a. Before transaction	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - 7.17
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements				
	a. Before transaction	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - Nil	**Party 1** - Nil **Party 2** - 0.29
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction

Item No. 14

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

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 14A	Transaction 14B	Transaction 14C
A. Minimum information of the proposed RPT, applicable to all RPTs				
A(1). Basic details of the related party				
1	Name of the related party	**Party 1** - Brahma AI Holdings Limited ("Brahma AI Holdings") **Party 2** - Double Negative Holdings Limited ("DNHL")	**Party 1** - Brahma AI Holdings Limited ("Brahma AI Holdings") **Party 2** - Brahma AI Limited ("Brahma AI")	**Party 1** - Brahma AI Holdings Limited ("Brahma AI Holdings") **Party 2** - Metaphysic Inc. ("Metaphysic US")
2	Country of incorporation of the related party	**Party 1** - Jersey **Party 2** - England & Wales	**Party 1** - Jersey **Party 2** - England & Wales	**Party 1** - Jersey **Party 2** - USA
3	Nature of business of the related party	**Party 1** - Investments **Party 2** - Investments	**Party 1** - Investments **Party 2** - Technology and Software Services	**Party 1** - Investments **Party 2** - Post Production Services
A(2). Relationship and ownership of the related party				
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party–including nature of its concern (financial or otherwise) and the following	Both entites are indirect subsidiaries of the Company. Accordingly, the entites are related parties as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.		
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	PFL directly and indirectly owns 79.64% of equity stake in Brahma AI Holdings and 88.29% of equity stake in DNHL.	PFL directly and indirectly owns 79.64% of equity stake in Brahma AI Holdings and Brahma AI.	PFL directly and indirectly owns 79.64% of equity stake in Brahma AI Holdings and Metaphysic US.
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA		
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable. No shareholding by subsidiaries in PFL.		
A(3). Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Refer Annexure 1		
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Refer Annexure 2		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No		

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 14A	Transaction 14B	Transaction 14C
A(4). Amount of the proposed transaction(s)				
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Refer Annexure 3		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, since the Proposed Transaction exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2026-27 - 36.36% 2027-28 - 36.36%	2026-27 - 38.50% 2027-28 - 38.50%	2026-27 - 19.25% 2027-28 - 19.25%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**Party 1** - Annual Turnover is Nil. **Party 2 -** Annual Turnover is Nil	**Party 1** - Annual Turnover is Nil. **Party 2** - 930.98% & 930.98% for FY 2026-27 & 2027-28 respectively.	**Party 1** - Annual Turnover is Nil. **Party 2 -** (54,751.30)% & (54,751.30)% for FY 2026-27 & 2027-28 respectively.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not availabe , calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	NA	NA
6	Financial performance of the related party for the immediately preceding financial year : Turnover Profit after tax Net worth (₹ Crores)	**Party 1** Turnover - Profit after tax (3) Net worth 1,864	**Party 1** Turnover - Profit after tax (3) Net worth 1,864	**Party 1** Turnover - Profit after tax (3) Net worth 1,864
		Party 2 Turnover - Profit after tax (1) Net worth (1)	**Party 2** Turnover 193 Profit after tax 9 Net worth 418	**Party 2** Turnover - (2) Profit after tax (1) Net worth 283
A(5). Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Refer Annexure 3		
2	Details of each type of the proposed transaction	The proposed transactions are within the group and they are in the interest of the Group as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.		
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 and 2027-28		
4	Whether omnibus approval is being sought?	Yes		

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 14A	Transaction 14B	Transaction 14C
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year , provide estimatedbreak -up financial year–wise.	Refer Annexure 3		
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPTs are in the interest of the Company as these are aligned with the company's strategic objective, supports in leveraging group synergies, domain expertise, and shared group practices developed over the years. This results into cost efficiencies and consistent service quality for customers and mutually beneficial. These transactions support operational continuity through availability of skilled resources, and scalability aligned with business requirements. All transactions are executed on an arm's length basis, with market aligned pricing, ensuring transparency, fairness, and no conflict of interest.		
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.			
a	Name of the director / KMP	PFL & Brahma AI Holdings: Namit Malhotra PFL & DNHL: Vikas Rathee (Director in DNHL & CFO in PFL).	PFL & Brahma AI Holdings: Namit Malhotra PFL & Brahma AI: Vikas Rathee (Director in Brahma AI & CFO in PFL).	PFL & Brahma AI Holdings: Namit Malhotra PFL & Metaphysic US: No common Directors.
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in both the related parties.		
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All contracts with related parties are reviewed for arm's length testing.		
9	Other information relevant for decision making.	All relevant Information forms part of this Disclosure		
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A				
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable	Not applicable	Not applicable
2	Basis of determination of price.	Defined transfer pricing policy adopted by the group which is at arms length		
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA	NA
	a. Amount of Trade advance			
	b. Tenure			
	c. Whether same is self-liquidating?			

<table>
<tr><th rowspan="3">Sr. No.</th><th rowspan="3">Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><th colspan="3">Resolution No.</th></tr>
<tr><th>Transaction 14A</th><th>Transaction 14B</th><th>Transaction 14C</th></tr>
<tr><td colspan="5">B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</td></tr>
<tr><td>1</td><td>Source of funds in connection with the proposed transaction.</td><td>Internal Accruals</td><td>Internal Accruals</td><td>Internal Accruals</td></tr>
<tr><td>2</td><td>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:</td><td rowspan="5">NA</td><td rowspan="5">NA</td><td rowspan="5">NA</td></tr>
<tr><td></td><td>a. Nature of indebtedness</td></tr>
<tr><td></td><td>b. Total cost of borrowing</td></tr>
<tr><td></td><td>c. Tenure</td></tr>
<tr><td></td><td>d. Other details</td></tr>
<tr><td>3</td><td>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</td><td colspan="3">NA</td></tr>
<tr><td>4</td><td>Proposed interest rate to be charged by listed entity or its subsidiary from the related party.</td><td colspan="3">Cost + Spread</td></tr>
<tr><td>5</td><td>Maturity / due date</td><td colspan="3">Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms</td></tr>
<tr><td>6</td><td>Repayment schedule & terms</td><td colspan="3">As mutually agreed under the loans agreement and borrowings between the Companies.</td></tr>
<tr><td>7</td><td>Whether secured or unsecured?</td><td>Unsecured</td><td>Unsecured</td><td>Unsecured</td></tr>
<tr><td>8</td><td>If secured, the nature of security & security coverage ratio</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>9</td><td>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.</td><td>Working Capital Requirement</td><td>Working Capital Requirement</td><td>Working Capital Requirement</td></tr>
<tr><td colspan="5">B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary</td></tr>
<tr><td>1</td><td>Source of funds in connection with the proposed transaction.</td><td colspan="3">Free cash flow from operations/internal Accruals</td></tr>
<tr><td>2</td><td>Where any financial indebtedness is incurred to make investment, specify the following:</td><td rowspan="5">NA</td><td rowspan="5">NA</td><td rowspan="5">NA</td></tr>
<tr><td></td><td>a. Nature of indebtedness</td></tr>
<tr><td></td><td>b. Total cost of borrowing</td></tr>
<tr><td></td><td>c. Tenure</td></tr>
<tr><td></td><td>d. Other details</td></tr>
<tr><td>3</td><td>Purpose for which funds shall be utilized by the investee company.</td><td>Working Capital/ General Corporate Purposes/ Expansion of business operations</td><td>Working Capital/ General Corporate Purposes/ Expansion of business operations</td><td>Working Capital/ General Corporate Purposes/ Expansion of business operations</td></tr>
<tr><td>4</td><td>Material terms of the proposed transaction</td><td colspan="3">As mutually agreed under the loans agreement and borrowings between the Companies.</td></tr>
</table>

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 14A	Transaction 14B	Transaction 14C
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.				
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support funding requirements or working capital requirements.		
1	(b) Whether it will create a legally binding obligation on listed entity?	No	No	No
2	Material covenants of the proposed transaction including:			
	(i) commission, if any to be received by the listed entity or its subsidiary;	As per mutually agreed basis		
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recovery will be charged on mutually agreed basis		
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Nil	Nil	Nil
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1	Material covenants of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.		
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Cost of Funds + Spread		
3	Cost of borrowing	NA		
4	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms		
5	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.		
6	Whether secured or unsecured	Unsecured	Unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA	NA	NA
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working Capital Requirement	Working Capital Requirement	Working Capital Requirement

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 14A	Transaction 14B	Transaction 14C
C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B				
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary				
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None	None
	In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;			
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;			
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.			
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary				
1	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No Regulatory Approval Required	No Regulatory Approval Required	No Regulatory Approval Required
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary				
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Rated	Not Rated	Not Rated

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 14A	Transaction 14B	Transaction 14C
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related Party is Going Concern Party	Related Party is Going Concern Party	Related Party is Going Concern Party
	FY 2023-2024			
	FY 2024-2025			
	FY 2025-2026			
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore	Not more than ₹ 1,000 crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No	No	No
	In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;			
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;			
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.			

Sr. No.	Particulars of the information	Information provided by the management		
		Resolution No.		
		Transaction 14A	Transaction 14B	Transaction 14C
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction	**Party 1** - Nil **Party 2 -** Nil	**Party 1** - Nil **Party 2 -** Nil	**Party 1** - Nil **Party 2 -** Nil
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction	**Party 1 -** Nil **Party 2 -** (7,451.45)	**Party 1** - Nil **Party 2 -** Nil	**Party 1** - Nil **Party 2 -** Nil
	b. After transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction

Item No. 15

Details of material related party transaction(s) between Brahma AI Limited and Brahma AI ME Ltd, both being subsidiaries of the Company.

Sr. No.	Particulars of the information	Information provided by the management
		Resolution No.
		Transaction 15
A. Minimum information of the proposed RPT, applicable to all RPTs		
A(1). Basic details of the related party		
1	Name of the related party	**Party 1** - Brahma AI Limited ("Brahma AI") **Party 2** - Brahma AI ME Ltd. ("Brahma AI ME")
2	Country of incorporation of the related party	**Party 1** - England & Wales **Party 2** - UAE
3	Nature of business of the related party	**Party 1** - Technology and Software Services **Party 2** - Technology and Software Services
A(2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party–including nature of its concern (financial or otherwise) and the following	Both entites are indirect subsidiaries of the Company. Accordingly, the entites are related parties as per Section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations.
a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	PFL directly and indirectly owns 79.64% of equity stake in Brahma AI and Brahma AI ME.
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
c	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable. No shareholding by subsidiaries in PFL.
A(3). Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Refer Annexure 1
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Refer Annexure 2
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4). Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Refer Annexure 3
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, since the Proposed Transaction exceeds the materiality thresholds, prescribed under Regulation 23(1) of the Listing Regulations, it shall constitute as a Material Related Party Transaction.
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2026-27 - 40.63% 2027-28 - 40.63%

Sr. No.	Particulars of the information	Information provided by the management
		Resolution No.
		Transaction 15
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**Party 1** - 982.70% & 982.70% for FY 2026-27 & 2027-28 respectively **Party 2** - Annual Turnover is Nil
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not availabe , calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
6	Financial performance of the related party for the immediately preceding financial year : Turnover Profit after tax Net worth (₹ Crores)	**Party 1** Turnover 193 Profit after tax 9 Net worth 418
		Party 2 Turnover - Profit after tax - Net worth -
A(5). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Refer Annexure 3
2	Details of each type of the proposed transaction	The proposed transactions are within the group and they are in the interest of the Group as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 and 2027-28
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year , provide estimatedbreak -up financial year–wise.	Refer Annexure 3
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPTs are in the interest of the Company as these are aligned with the company's strategic objective, supports in leveraging group synergies, domain expertise, and shared group practices developed over the years. This results into cost efficiencies and consistent service quality for customers and mutually beneficial. These transactions support operational continuity through availability of skilled resources, and scalability aligned with business requirements. All transactions are executed on an arm's length basis, with market aligned pricing and competitive bidding process, ensuring transparency, fairness, and no conflict of interest.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
a	Name of the director / KMP	PFL & Brahma AI: Vikas Rathee (Director in Brahma AI & CFO in PFL) PFL & Brahma AI ME: Namit Malhotra.
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Namit Malhotra & Mr. Naresh Malhotra, Promoters of the Company and have indirect beneficial ownership in both the related parties.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All contracts with related parties are reviewed for arm's length testing.
9	Other information relevant for decision making.	All relevant Information forms part of this Disclosure

Sr. No.	Particulars of the information	Information provided by the management
		Resolution No.
		Transaction 15
B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A		
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable
2	Basis of determination of price.	Defined transfer pricing policy adopted by the group which is at arms length
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	NA
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Cost + Spread
5	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms
6	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital Requirement
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Free cash flow from operations/internal Accruals
2	Where any financial indebtedness is incurred to make investment, specify the following:	NA
	a. Nature of indebtedness	NA
	b. Total cost of borrowing	NA
	c. Tenure	NA
	d. Other details	NA
3	Purpose for which funds shall be utilized by the investee company.	Working Capital/ General Corporate Purposes/ Expansion of business operations
4	Material terms of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.

Sr. No.	Particulars of the information	Information provided by the management
		Resolution No.
		Transaction 15
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support funding requirements or working capital requirements.
1	(b) Whether it will create a legally binding obligation on listed entity?	No
2	Material covenants of the proposed transaction including:	
	(i) commission, if any to be received by the listed entity or its subsidiary;	As per mutually agreed basis
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recovery will be charged on mutually agreed basis
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Nil
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	As mutually agreed under the loans agreement and borrowings between the Companies.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Cost of Funds + Spread
3	Cost of borrowing	NA
4	Maturity / due date	Depending on internal group requirements this could be in the range of 1 to 10 years and mutual terms
5	Repayment schedule & terms	As mutually agreed under the loans agreement and borrowings between the Companies.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working Capital Requirement
C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1	Latest credit rating of the related party	Not Rated
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1	Latest credit rating of the related party	Not Rated
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No Regulatory Approval Required

Sr. No.	Particulars of the information	Information provided by the management
		Resolution No.
		Transaction 15
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Rated
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related Party is Going Concern Party
	FY 2023-2024	
	FY 2024-2025	
	FY 2025-2026	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹ 1,000 crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	**Party 1** - Nil **Party 2 -** Nil
	b. After transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	**Party 1** - Nil **Party 2 -** Nil
	b. After transaction	To be determined after execution of the transaction

Annexure 1

Transactions undertaken during the last financial year:

(₹ in Crore)

Particulars	Transaction 8A	Transaction 8B	Transaction 8C	Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D
	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26
Recharges given	0.97	3.54	-	0.06	-	-	-
Recharges received	0.10	-	-	-	-	-	-
Purchase of fixed assets	-	-	-	-	-	-	-
Sale of fixed assets	-	-	-	-	-	-	-
Rent income	-	18.30	-	-	-	-	-
Interest Expense	-	-	-	-	-	-	-
Interest Income	2.00	1.17	-	37.86	-	-	-
Invoices received	-	-	-	-	-	-	-
ESOP Cost Recharge	-	-	-	3.21	-	-	-
Marketing Fees Income	-	-	-	-	-	-	-
Marketing Fees Expense	-	-	-	-	-	-	-
Licensing Fees Income	-	-	-	-	-	-	-
Issuance of shares	-	-	-	-	-	-	0.00
Purchase of investment	-	-	-	-	-	-	0.00
Group tax relief	-	-	-	-	-	-	-
Technical service cost	-	-	-	-	-	-	-
Income from Operation / Other Operating income	-	-	-	-	-	-	-
Management Fees Expense	-	-	-	-	-	-	-
Management Fees Income	0.57	7.95	-	27.25	-	-	-
R&D Income recharges	-	-	-	-	-	-	-
Guarantees issued	-	100.00	-	-	-	-	-
Lease deposit	-	0.01	-	-	-	-	-
Recharges given - Technical Service Cost	-	-	-	-	-	-	-
Loan given	40.00	308.50	-	-	-	-	-
Loan repaid	40.00	150.75	-	-	-	-	-
Assignment of liability/ assets	-	-	-	-	-	-	-
Assignment of assets	-	12.77	-	-	-	-	-
Total	**83.64**	**602.99**	**-**	**68.38**	**-**	**-**	**0.00**

Particulars	Transaction 9E	Transaction 9F	Transaction 9G	Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F
	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26
Recharges given	-	-	-	-	0.01	72.58	-	5.30	0.99
Recharges received	-	-	-	-	0.17	0.34	12.60	31.13	0.80
Purchase of fixed assets	-	-	-	-	0.53	1.10	-	-	-
Sale of fixed assets	-	-	-	-	-	0.15	0.26	-	-
Rent income	-	-	-	-	-	-	-	-	-
Interest Expense	-	-	-	-	-	-	-	-	-
Interest Income	-	-	-	-	-	20.29	42.68	29.83	-
Invoices received	-	-	-	-	-	-	0.00	-	-
ESOP Cost Recharge	-	-	-	-	-	-	-	-	-
Marketing Fees Income	-	-	-	-	-	252.56	-	-	-
Marketing Fees Expense	-	-	-	-	-	2.43	-	12.70	-
Licensing Fees Income	-	-	-	-	-	359.56	-	-	-
Issuance of shares	-	-	-	-	-	-	-	-	-
Purchase of investment	-	-	-	-	-	-	-	-	-
Group tax relief	-	-	-	-	-	-	-	-	-
Technical service cost	-	-	-	811.98	110.33	4.44	556.80	61.34	426.49
Income from Operation / Other Operating income	-	-	-	-	-	4.46	-	-	-
Management Fees Expense	-	-	-	-	-	-	16.46	0.74	-
Management Fees Income	-	-	-	-	-	267.33	-	-	-
R&D Income recharges	-	-	-	-	-	-	-	-	89.20
Guarantees issued	-	-	-	-	-	-	-	-	-
Lease deposit	-	-	-	-	-	-	-	-	-
Recharges given - Technical Service Cost	-	-	-	-	-	76.89	-	-	-
Loan given	-	-	-	-	-	299.10	-	-	-
Loan repaid	-	-	-	-	-	-	-	-	-
Assignment of liability/ assets	-	-	-	-	-	-	-	-	-
Assignment of assets	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**811.98**	**111.04**	**1,361.24**	**628.80**	**141.04**	**517.47**

Particulars	Transaction 10G	Transaction 10H	Transaction 10I	Transaction 10J	Transaction 11A	Transaction 11B	Transaction 12A	Transaction 12B
	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26
Recharges given	0.01	0.02	7.17	-	0.30	0.60	7.45	-
Recharges received	2.48	37.69	-	-	-	0.96	2.42	-
Purchase of fixed assets	-	-	-	2.90	-	-	-	-
Sale of fixed assets	-	-	0.00	-	3.65	-	-	-
Rent income	-	-	-	-	-	-	-	-
Interest Expense	-	-	-	-	-	9.25	-	-
Interest Income	-	-	-	-	-	-	-	-
Invoices received	-	-	-	-	-	-	-	-
ESOP Cost Recharge	-	-	-	-	-	-	-	-
Marketing Fees Income	-	-	-	-	-	-	-	-
Marketing Fees Expense	-	-	-	-	-	-	-	-
Licensing Fees Income	-	-	-	-	-	-	-	-
Issuance of shares	-	-	-	-	-	-	-	-
Purchase of investment	-	-	-	-	-	-	-	-
Group tax relief	-	-	1.95	-	-	-	-	-
Technical service cost	40.66	-	-	5.14	0.20	15.33	-	-
Income from Operation / Other Operating income	-	-	-	-	2.20	-	11.75	42.92
Management Fees Expense	-	-	-	-	-	24.52	-	-
Management Fees Income	-	-	-	-	-	-	-	-
R&D Income recharges	-	-	-	-	-	-	-	-
Guarantees issued	-	-	-	-	-	-	-	-
Lease deposit	-	-	-	-	-	-	-	-
Recharges given - Technical Service Cost	-	-	-	-	-	-	-	-
Loan given	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Assignment of liability/ assets	-	389.24	389.24	-	-	-	-	-
Assignment of assets	-	-	-	-	-	-	-	-
Total	**43.15**	**426.96**	**398.36**	**8.04**	**6.35**	**50.66**	**21.62**	**42.92**

Particulars	Transaction 13A	Transaction 13B	Transaction 13C	Transaction 13D	Transaction 14A	Transaction 14B	Transaction 14C	Transaction 15
	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26
Recharges given	6.48	-	-	-	-	-	-	-
Recharges received	-	-	57.41	-	-	-	-	-
Purchase of fixed assets	-	-	-	-	-	-	-	-
Sale of fixed assets	-	-	-	-	-	-	-	-
Rent income	-	-	-	-	-	-	-	-
Interest Expense	-	-	-	-	-	-	-	-
Interest Income	-	-	-	-	-	-	-	-
Invoices received	-	-	-	-	-	-	-	-
ESOP Cost Recharge	106.51	-	-	-	-	-	-	-
Marketing Fees Income	-	-	-	-	-	-	-	-
Marketing Fees Expense	-	-	-	-	-	-	-	-
Licensing Fees Income	-	-	-	-	-	-	-	-
Issuance of shares	-	-	-	-	389.24	-	-	-
Purchase of investment	-	-	-	-	-	-	-	-
Group tax relief	-	-	-	-	-	-	-	-
Technical service cost	-	176.62	-	-	-	-	-	-
Income from Operation / Other Operating income	-	-	-	-	-	-	-	-
Management Fees Expense	-	-	-	-	-	-	-	-
Management Fees Income	-	-	-	-	-	-	-	-
R&D Income recharges	-	103.71	-	-	-	-	-	-
Guarantees issued	-	-	-	-	-	-	-	-
Lease deposit	-	-	-	-	-	-	-	-
Recharges given - Technical Service Cost	-	-	-	-	-	-	-	-
Loan given	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Assignment of liability/ assets	-	-	-	-	389.24	-	-	-
Assignment of assets	-	-	-	-	-	-	-	-
Total	**112.99**	**280.32**	**57.41**	**-**	**778.48**	**-**	**-**	**-**

Annexure 2

Transactions undertaken in the current financial year up to the quarter immediately preceding the quarter: (₹ in Crore)

Particulars	Transaction 8A	Transaction 8B	Transaction 8C	Transaction 9A	Transaction 9B	Transaction 9C	Transaction 9D	Transaction 9E
Recharges given	0.02	0.03	-	6	-	-	-	-
Recharges received	-	-	-	-	-	-	-	-
Purchase of fixed assets	-	-	-	-	-	-	-	-
Sale of fixed assets	-	-	-	-	-	-	-	-
Rent income	-	4.71	-	-	-	-	-	-
Rent expense	-	-	-	-	-	-	-	-
Interest Income	5.10	1.10	-	-	-	-	-	-
Technical service cost	-	-	-	-	-	-	-	-
Management Fees Expense	-	-	-	-	-	-	-	-
Management Fees Income	-	2.39	-	-	-	-	-	-
Loan given	380.00	5.00	-	-	-	-	-	-
Loan repaid	26.00	150.00	-	-	-	-	-	-
Corporate guarantee fee income	-	0.25	-	-	-	-	-	-
Total	**411.12**	**163.48**	**-**	**6**	**-**	**-**	**-**	**-**

Particulars	Transaction 9F	Transaction 9G	Transaction 10A	Transaction 10B	Transaction 10C	Transaction 10D	Transaction 10E	Transaction 10F	Transaction 10G
Recharges given	-	-	-	-	-	-	-	0	-
Recharges received	-	-	-	0	-	-	28	-	-
Purchase of fixed assets	-	-	-	0	1	-	-	-	-
Sale of fixed assets	-	-	-	-	0	1	-	-	-
Rent income	-	-	-	-	-	-	-	-	-
Rent expense	-	-	-	-	-	-	-	-	-
Interest Income	-	-	-	-	-	-	-	-	-
Technical service cost	-	-	-	-	-	-	-	27	-
Management Fees Expense	-	-	-	-	-	-	-	-	-
Management Fees Income	-	-	-	-	-	-	-	-	-
Loan given	-	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**0**	**1**	**1**	**28**	**27**	**-**

Particulars	Transaction 10H	Transaction 10I	Transaction 10J	Transaction 11A	Transaction 11B	Transaction 12A	Transaction 12B	Transaction 13A
Recharges given	-	-	-	-	0	18	18	-
Recharges received	-	-	-	-	0	-	-	-
Purchase of fixed assets	-	-	-	-	-	-	-	-
Sale of fixed assets	-	-	-	-	-	-	-	-
Rent income	-	-	-	-	-	-	-	-
Rent expense	-	-	-	-	-	2	2	-
Interest Income	-	-	-	-	-	-	-	-
Technical service cost	-	-	-	-	-	-	-	-
Management Fees Expense	-	-	-	-	-	1	1	-
Management Fees Income	-	-	-	-	-	-	-	-
Loan given	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**0**	**21**	**21**	**-**

Particulars	Transaction 13B	Transaction 13C	Transaction 13D	Transaction 14A	Transaction 14B	Transaction 14C	Transaction 15
Recharges given	-	-	-	-	-	-	-
Recharges received	-	-	-	-	-	-	-
Purchase of fixed assets	-	-	-	-	-	-	-
Sale of fixed assets	-	-	-	-	-	-	-
Rent income	-	-	-	-	-	-	-
Rent expense	-	-	-	-	-	-	-
Interest Income	-	-	-	-	-	-	-
Technical service cost	-	-	-	-	-	-	-
Management Fees Expense	-	-	-	-	-	-	-
Management Fees Income	-	-	-	-	-	-	-
Loan given	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Annexure 3

Proposed Transactions for FY 2026-27 and 2027-28:

(₹ in Crore)

Particulars	Transaction 8A		Transaction 8B		Transaction 8C	
	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28
Recharges given	10	10	10	10	300	300
Recharges received	10	10	-	-	300	300
Purchase of fixed assets	-	-	50	50	-	-
Sale of fixed assets	-	-	-	-	-	-
Rent income	-	-	60	60	-	-
Rent expense	-	-	-	-	-	-
Interest Expense	80	80	-	-	-	-
Interest Income	80	80	80	80	-	-
ESOP Cost Recharge	-	-	-	-	-	-
Marketing Fees Income	-	-	-	-	-	-
Marketing Fees Expense	-	-	-	-	-	-
Licensing Fees Income	-	-	-	-	-	-
Licensing Fees Expense	-	-	-	-	-	-
RPSM Income	-	-	-	-	-	-
RPSM Expense	-	-	-	-	-	-
Sale of investment	-	-	-	-	-	-
Purchase of investment	-	-	-	-	-	-
Group tax relief	-	-	-	-	-	-
Technical service cost	-	-	-	-	-	-
Income from Operation / Other Operating income	100	100	250	250	-	-
Management Fees Expense	10	10	-	-	-	-
Management Fees Income	10	10	20	20	-	-
Guarantees issued	-	-	1,000	1,000	1,000	1,000
Guarantees received	-	-	-	-	1,000	1,000
Lease deposit	-	-	-	-	-	-
Security deposit	-	-	50	50	-	-
Recharges received - Technical Service Cost	-	-	20	20	-	-
Loan given	800	800	800	800	-	-
Loan received	500	500	500	500	-	-
Assignment of liability	-	-	-	-	300	300
Issuance / Investment - Equity / Preference Shares	-	-	-	-	2,000	2,000
Corporate guarantee fee income	-	-	15	15	-	-
Premium received	-	-	-	-	-	-
Conversion of OCPS to equity	-	-	-	-	-	-
	1,600	**1,600**	**2,855**	**2,855**	**4,900**	**4,900**

Particulars	Transaction 9A		Transaction 9B		Transaction 9C		Transaction 9D		Transaction 9E	
	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28
Recharges given	100	100	100	100	100	100	50	50	50	50
Recharges received	100	100	100	100	100	100	50	50	50	50
Purchase of fixed assets	-	-	-	-	-	-	-	-	-	-
Sale of fixed assets	-	-	-	-	-	-	-	-	-	-
Rent income	-	-	-	-	-	-	-	-	-	-
Rent expense	-	-	-	-	-	-	-	-	-	-
Interest Expense	150	150	50	50	50	50	50	50	50	50
Interest Income	150	150	50	50	50	50	50	50	50	50
ESOP Cost Recharge	150	150	50	50	50	50	-	-	-	-
Marketing Fees Income	-	-	-	-	-	-	-	-	-	-
Marketing Fees Expense	-	-	-	-	-	-	-	-	-	-
Licensing Fees Income	-	-	-	-	-	-	-	-	-	-
Licensing Fees Expense	-	-	-	-	-	-	-	-	-	-
RPSM Income	-	-	-	-	-	-	-	-	-	-
RPSM Expense	-	-	-	-	-	-	-	-	-	-
Sale of investment	1,000	1,000	400	400	1,000	1,000	1,000	1,000	-	-
Purchase of investment	1,000	1,000	400	400	1,000	1,000	1,000	1,000	-	-
Group tax relief	-	-	-	-	-	-	-	-	-	-
Technical service cost	-	-	100	100	-	-	-	-	-	-
Income from Operation / Other Operating income	-	-	100	100	-	-	-	-	-	-
Management Fees Expense	100	100	100	100	50	50	-	-	50	50
Management Fees Income	100	100	100	100	50	50	-	-	50	50
Guarantees issued	1,000	1,000	1,000	1,000	1,000	1,000	-	-	1,000	1,000
Guarantees received	1,000	1,000	1,000	1,000	1,000	1,000	-	-	1,000	1,000
Lease deposit	-	-	-	-	-	-	-	-	-	-
Security deposit	-	-	-	-	-	-	-	-	-	-
Recharges received - Technical Service Cost	-	-	-	-	-	-	-	-	-	-
Loan given	2,000	2,000	200	200	1,000	1,000	500	500	1,000	1,000
Loan received	2,000	2,000	200	200	1,000	1,000	500	500	1,000	1,000
Assignment of liability	-	-	-	-	-	-	-	-	-	-
Issuance / Investment - Equity / Preference Shares	-	-	-	-	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-	-	-	-
Premium received	-	-	-	-	-	-	-	-	-	-
Conversion of OCPS to equity	-	-	-	-	-	-	-	-	-	-
	8,850	**8,850**	**3,950**	**3,950**	**6,450**	**6,450**	**3,200**	**3,200**	**4,300**	**4,300**

Particulars	Transaction 9F		Transaction 9G		Transaction 10A		Transaction 10B		Transaction 10C	
	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28
Recharges given	50	50	300	300	100	100	50	50	500	500
Recharges received	50	50	-	-	100	100	50	50	500	500
Purchase of fixed assets	-	-	-	-	100	100	50	50	50	50
Sale of fixed assets	-	-	-	-	100	100	50	50	50	50
Rent income	-	-	-	-	-	-	-	-	-	-
Rent expense	-	-	-	-	-	-	-	-	-	-
Interest Expense	-	-	-	-	50	50	50	50	100	100
Interest Income	-	-	-	-	50	50	50	50	100	100
ESOP Cost Recharge	50	50	-	-	-	-	-	-	-	-
Marketing Fees Income	-	-	-	-	400	400	-	-	500	500
Marketing Fees Expense	-	-	-	-	-	-	-	-	-	-
Licensing Fees Income	-	-	-	-	400	400	-	-	500	500
Licensing Fees Expense	-	-	-	-	-	-	-	-	-	-
RPSM Income	-	-	-	-	400	400	-	-	1,000	1,000
RPSM Expense	-	-	-	-	400	400	-	-	1,000	1,000
Sale of investment	1,000	1,000	-	-	-	-	-	-	-	-
Purchase of investment	1,000	1,000	-	-	-	-	-	-	-	-
Group tax relief	-	-	-	-	-	-	-	-	-	-
Technical service cost	-	-	-	-	1,500	1,500	500	500	1,000	1,000
Income from Operation / Other Operating income	-	-	-	-	300	300	200	200	1,000	1,000
Management Fees Expense	-	-	-	-	-	-	-	-	100	100
Management Fees Income	-	-	-	-	50	50	-	-	100	100
Guarantees issued	-	-	-	-	1,000	1,000	1,000	1,000	1,000	1,000
Guarantees received	-	-	-	-	1,000	1,000	1,000	1,000	1,000	1,000
Lease deposit	-	-	-	-	-	-	-	-	-	-
Security deposit	-	-	-	-	-	-	-	-	-	-
Recharges received - Technical Service Cost	-	-	-	-	-	-	-	-	-	-
Loan given	-	-	-	-	1,000	1,000	500	500	1,000	1,000
Loan received	-	-	-	-	1,000	1,000	500	500	1,000	1,000
Assignment of liability	-	-	300	300	-	-	-	-	-	-
Issuance / Investment - Equity / Preference Shares	-	-	2,000	2,000	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-	-	-	-
Premium received	-	-	-	-	-	-	-	-	-	-
Conversion of OCPS to equity	-	-	-	-	-	-	-	-	-	-
	2,150	**2,150**	**2,600**	**2,600**	**7,950**	**7,950**	**4,000**	**4,000**	**10,500**	**10,500**

Particulars	Transaction 10D		Transaction 10E		Transaction 10F		Transaction 10G		Transaction 10H	
	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28
Recharges given	100	100	500	500	250	250	1,200	1,200	50	50
Recharges received	100	100	500	500	250	250	1,200	1,200	50	50
Purchase of fixed assets	100	100	20	20	200	200	-	-	-	-
Sale of fixed assets	100	100	20	20	200	200	-	-	-	-
Rent income	-	-	-	-	50	50	-	-	-	-
Rent expense	-	-	-	-	50	50	-	-	-	-
Interest Expense	80	80	50	50	100	100	100	100	-	-
Interest Income	80	80	50	50	100	100	100	100	-	-
ESOP Cost Recharge	-	-	-	-	-	-	-	-	-	-
Marketing Fees Income	-	-	100	100	-	-	-	-	-	-
Marketing Fees Expense	-	-	100	100	-	-	-	-	-	-
Licensing Fees Income	-	-	100	100	-	-	-	-	-	-
Licensing Fees Expense	-	-	100	100	-	-	-	-	-	-
RPSM Income	-	-	500	500	-	-	-	-	-	-
RPSM Expense	-	-	500	500	-	-	-	-	-	-
Sale of investment	-	-	-	-	-	-	-	-	-	-
Purchase of investment	-	-	-	-	-	-	-	-	-	-
Group tax relief	-	-	-	-	100	100	50	50	50	50
Technical service cost	1,000	1,000	500	500	750	750	1,500	1,500	-	-
Income from Operation / Other Operating income	-	-	500	500	750	750	1,500	1,500	-	-
Management Fees Expense	40	40	50	50	50	50	-	-	-	-
Management Fees Income	-	-	50	50	50	50	-	-	-	-
Guarantees issued	1,000	1,000	1,000	1,000	-	-	1,500	1,500	1,000	1,000
Guarantees received	1,000	1,000	1,000	1,000	-	-	1,500	1,500	1,000	1,000
Lease deposit	-	-	-	-	-	-	-	-	-	-
Security deposit	-	-	-	-	-	-	-	-	-	-
Recharges received - Technical Service Cost	-	-	-	-	-	-	-	-	-	-
Loan given	500	500	750	750	750	750	1,500	1,500	500	500
Loan received	-	-	750	750	750	750	1,500	1,500	500	500
Assignment of liability	-	-	-	-	-	-	-	-	-	-
Issuance / Investment - Equity / Preference Shares	-	-	-	-	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-	-	-	-
Premium received	-	-	-	-	-	-	-	-	-	-
Conversion of OCPS to equity	-	-	-	-	-	-	-	-	-	-
	4,100	4,100	7,140	7,140	4,400	4,400	11,650	11,650	3,150	3,150

Particulars	Transaction 10I		Transaction 10J		Transaction 11A		Transaction 11B		Transaction 12A	
	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28
Recharges given	200	200	50	50	50	50	200	200	50	50
Recharges received	200	200	50	50	50	50	200	200	50	50
Purchase of fixed assets	500	500	50	50	100	100	100	100	50	50
Sale of fixed assets	500	500	50	50	100	100	100	100	50	50
Rent income	-	-	-	-	-	-	-	-	50	50
Rent expense	-	-	-	-	-	-	-	-	50	50
Interest Expense	-	-	50	50	50	50	100	100	50	50
Interest Income	-	-	50	50	50	50	100	100	50	50
ESOP Cost Recharge	-	-	-	-	-	-	-	-	-	-
Marketing Fees Income	-	-	-	-	-	-	50	50	-	-
Marketing Fees Expense	-	-	-	-	-	-	50	50	-	-
Licensing Fees Income	-	-	-	-	-	-	-	-	-	-
Licensing Fees Expense	-	-	-	-	-	-	-	-	-	-
RPSM Income	-	-	-	-	-	-	250	250	-	-
RPSM Expense	-	-	-	-	-	-	250	250	-	-
Sale of investment	-	-	-	-	-	-	-	-	-	-
Purchase of investment	-	-	-	-	-	-	-	-	-	-
Group tax relief	-	-	10	10	-	-	-	-	-	-
Technical service cost	500	500	50	50	200	200	500	500	100	100
Income from Operation / Other Operating income	500	500	50	50	1,000	1,000	500	500	100	100
Management Fees Expense	-	-	-	-	-	-	50	50	50	50
Management Fees Income	-	-	-	-	-	-	50	50	50	50
Guarantees issued	-	-	-	-	-	-	-	-	-	-
Guarantees received	-	-	-	-	-	-	-	-	-	-
Lease deposit	-	-	-	-	-	-	-	-	100	100
Security deposit	-	-	-	-	-	-	-	-	100	100
Recharges received - Technical Service Cost	-	-	-	-	-	-	-	-	-	-
Loan given	-	-	250	250	500	500	750	750	250	250
Loan received	-	-	250	250	500	500	750	750	250	250
Assignment of liability	-	-	-	-	-	-	-	-	-	-
Issuance / Investment - Equity / Preference Shares	-	-	-	-	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-	-	-	-
Premium received	-	-	-	-	-	-	-	-	-	-
Conversion of OCPS to equity	-	-	-	-	-	-	-	-	-	-
	2,400	**2,400**	**910**	**910**	**2,600**	**2,600**	**4,000**	**4,000**	**1,400**	**1,400**

Particulars	Transaction 12B		Transaction 13A		Transaction 13B		Transaction 13C		Transaction 13D	
	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28
Recharges given	10	10	50	50	500	500	750	750	10	10
Recharges received	10	10	50	50	500	500	750	750	10	10
Purchase of fixed assets	-	-	-	-	500	500	500	500	-	-
Sale of fixed assets	-	-	-	-	500	500	500	500	-	-
Rent income	-	-	-	-	-	-	-	-	-	-
Rent expense	-	-	-	-	-	-	-	-	-	-
Interest Expense	100	100	50	50	50	50	50	50	100	100
Interest Income	100	100	50	50	50	50	50	50	100	100
ESOP Cost Recharge	-	-	100	100	-	-	50	50	-	-
Marketing Fees Income	-	-	-	-	-	-	-	-	-	-
Marketing Fees Expense	-	-	-	-	-	-	-	-	-	-
Licensing Fees Income	-	-	-	-	-	-	-	-	-	-
Licensing Fees Expense	-	-	-	-	-	-	-	-	-	-
RPSM Income	-	-	-	-	-	-	-	-	-	-
RPSM Expense	-	-	-	-	-	-	-	-	-	-
Sale of investment	-	-	-	-	-	-	-	-	-	-
Purchase of investment	-	-	-	-	-	-	-	-	-	-
Group tax relief	-	-	-	-	-	-	-	-	-	-
Technical service cost	50	50	-	-	500	500	500	500	-	-
Income from Operation / Other Operating income	50	50	-	-	500	500	500	500	50	50
Management Fees Expense	-	-	50	50	100	100	200	200	-	-
Management Fees Income	-	-	50	50	100	100	200	200	-	-
Guarantees issued	-	-	1,000	1,000	-	-	-	-	-	-
Guarantees received	-	-	1,000	1,000	-	-	-	-	-	-
Lease deposit	-	-	-	-	-	-	-	-	-	-
Security deposit	-	-	-	-	-	-	-	-	-	-
Recharges received - Technical Service Cost	-	-	-	-	-	-	-	-	-	-
Loan given	1,000	1,000	2,000	2,000	-	-	-	-	1,000	1,000
Loan received	1,000	1,000	2,000	2,000	-	-	-	-	1,000	1,000
Assignment of liability	-	-	-	-	-	-	-	-	-	-
Issuance / Investment - Equity / Preference Shares	1,000	1,000	-	-	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-	-	-	-
Premium received	-	-	-	-	-	-	-	-	-	-
Conversion of OCPS to equity	-	-	-	-	-	-	-	-	-	-
	3,320	**3,320**	**6,400**	**6,400**	**3,300**	**3,300**	**4,050**	**4,050**	**2,270**	**2,270**

Particulars	Transaction 14A		Transaction 14B		Transaction 14C		Transaction 15	
	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28	2026-27	2027-28
Recharges given	100	100	50	50	50	50	100	100
Recharges received	100	100	50	50	50	50	100	100
Purchase of fixed assets	-	-	-	-	-	-	750	750
Sale of fixed assets	-	-	-	-	-	-	750	750
Rent income	-	-	-	-	-	-	-	-
Rent expense	-	-	-	-	-	-	-	-
Interest Expense	50	50	50	50	50	50	50	50
Interest Income	50	50	50	50	50	50	50	50
ESOP Cost Recharge	-	-	-	-	-	-	-	-
Marketing Fees Income	-	-	-	-	50	50	-	-
Marketing Fees Expense	-	-	-	-	50	50	-	-
Licensing Fees Income	-	-	-	-	-	-	-	-
Licensing Fees Expense	-	-	-	-	-	-	-	-
RPSM Income	-	-	-	-	-	-	-	-
RPSM Expense	-	-	-	-	-	-	-	-
Sale of investment	500	500	500	500	200	200	-	-
Purchase of investment	500	500	500	500	200	200	-	-
Group tax relief	-	-	-	-	-	-	-	-
Technical service cost	-	-	-	-	-	-	-	-
Income from Operation / Other Operating income	-	-	-	-	-	-	-	-
Management Fees Expense	-	-	50	50	-	-	50	50
Management Fees Income	-	-	50	50	-	-	50	50
Guarantees issued	-	-	-	-	-	-	-	-
Guarantees received	-	-	-	-	-	-	-	-
Lease deposit	-	-	-	-	-	-	-	-
Security deposit	-	-	-	-	-	-	-	-
Recharges received - Technical Service Cost	-	-	-	-	-	-	-	-
Loan given	200	200	250	250	100	100	-	-
Loan received	200	200	250	250	100	100	-	-
Assignment of liability	-	-	-	-	-	-	-	-
Issuance / Investment - Equity / Preference Shares	-	-	-	-	-	-	-	-
Corporate guarantee fee income	-	-	-	-	-	-	-	-
Premium received	-	-	-	-	-	-	-	-
Conversion of OCPS to equity	-	-	-	-	-	-	-	-
	1,700	**1,700**	**1,800**	**1,800**	**900**	**900**	**1,900**	**1,900**

Item No. 16:

The present authorised share capital of the Company is ₹ 85,00,00,000 (Rupees Eighty-Five Crore Only) divided into 85,00,00,000 (Eighty-Five Crore) equity shares of the Company having a face value of Re. 1/- (Rupee One Only) each ("**Equity Shares**").

In view of the present size of the Company's operations and in order to support future capital-raising initiatives and meet the Company's anticipated financial and operational needs, additional funds are required by the Company. Therefore, it is proposed to increase the authorised share capital of the Company from ₹ 85,00,00,000 (Rupees Eighty-Five Crore Only) divided into 85,00,00,000 (Eighty-Five Crore) Equity Shares of Re. 1/- (Rupee One Only) each to ₹ 1,00,00,00,000/- (Rupees One Hundred Crore Only) divided into 1,00,00,00,000 (One Hundred Crore) Equity Shares of Re. 1/- (Rupee One Only) each ranking pari-passu in all respects with the existing Equity Shares of the Company.

Consequently, Clause 'V' of the Memorandum of Association of the Company would also require alteration so as to reflect the changed authorized share capital of the Company. Accordingly, the necessary amendment in the Memorandum of Association of the Company is proposed in order to reflect the enhanced authorised share capital of the Company.

As per the provisions of Section 61 of the Companies Act, 2013, as amended from time to time, along with the relevant rules and regulations made thereunder ("**Act**"), an increase in the authorised share capital of a company and consequential alteration of Clause 'V' of its memorandum of association, approval of the members of the company is required by way of an Ordinary Resolution.

The Board of Directors of the Company accordingly recommends the resolution as set out at Item No. 16 of the accompanying Notice for the approval of the Members as an Ordinary Resolution. A copy of the Memorandum of Association of the Company duly amended is available for inspection through electronic mode upto the date of Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 17:

The Company is evaluating various opportunities to strengthen its balance sheet, optimise its capital structure and improve its financial flexibility. In this regard, the Company proposes to evaluate and, subject to receipt of applicable approvals, undertake a capital-raising exercise for an amount not exceeding ₹ 3,000 Crore (Rupees Three Thousand Crore Only) or its equivalent in any other currency, in one or more tranches, and through one or more permissible instruments or modes.

At this stage, the Company has not finalised the specific instrument or structure for the proposed capital raise. The proposed capital raise may, inter alia, comprise equity shares and/or other eligible securities, including warrants and/or other equity-linked securities, whether convertible or non-convertible, through permissible modes including private placement, Qualified Institutions Placement (QIP), issuance of Depository Receipts (ADR/GDR), preferential issue, rights issue or any other permissible method or combination thereof, subject to applicable laws and regulatory requirements.

The final size, timing, instrument, mode and structure of the proposed capital raise shall be determined subsequently by the Board of Directors of the Company after evaluating the available alternatives and prevailing market conditions.

The primary proposed utilisation of the proceeds of the proposed fund raise would be towards repayment and/or prepayment of existing indebtedness of the Company and/or its subsidiaries. The balance, if any, may be utilised towards transaction-related expenses, general corporate purposes including growth capital and/or such other purposes as may be permissible under applicable laws including the Companies Act, 2013 ("**Act**") and as approved by the appropriate authority.

The proposed fund raising is intended primarily to reduce indebtedness and finance costs of the Company and/or its subsidiaries, strengthen the balance sheet, optimise the capital structure, improve financial flexibility and create greater headroom to support the Company's future strategic and growth initiatives.

The proposed fund raising shall be undertaken in compliance with the applicable laws, including the applicable provisions of the Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and the Foreign Exchange Management Act, 1999, as amended.

In terms of Section 62(1)(c) of the Act provides, **inter alia**, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, to any persons other than the existing members of the company, such issuance shall be subject to a special resolution. Since the special resolution proposed may result in the issuance of equity shares of the Company to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

Further, as per Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Act read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of securities.

Accordingly, the approval of the members of the Company is sought by way of a Special Resolution to enable the Company to evaluate and undertake the proposed capital raise of up to ₹ 3,000 Crore (Rupees Three Thousand Crore Only) or its equivalent in any other currency in one or more tranches, and through one or more permissible instruments/modes, and to undertake all such acts, deeds, matters and things as may be necessary or incidental in connection therewith, subject to applicable laws and corporate and regulatory approvals.

The Board of Directors, at its meeting held on September 4, 2026, considered and approved the proposal and recommends the resolution as set out at Item No. 17 of the accompanying Notice for approval by the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The relevant documents, if any, in connection with the proposed resolution shall be available for inspection by the members in accordance with the applicable provisions of the Act.

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. Naresh Malhotra (item no. 2)	Mr. Namit Naresh Malhotra (item no. 7)
Director's Identification Number (DIN)	00004597	00004049
Designation and Category of Director	Chairman and Whole-time Director, liable to retire by rotation.	Whole-time Director, liable to retire by rotation. (Re-designated w.e.f. August 07, 2026)
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	October 02, 1944	April 02, 1976
Age (Years)	82	50
Qualifications	Bachelors of Commerce	Bachelor of Commerce
Nationality	Indian	Indian
Brief resume, Experience and Expertise in Specific Functional Areas.	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	Mr. Namit Naresh Malhotra (aged 50 years), is a visionary entrepreneur who has redefined the global Media and Entertainment landscape. As the founder of Prime Focus Group, Namit has led its transformation from a small garage startup in Mumbai in 1997 to one of the world's largest media services companies. 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 Group's position as a global leader in media services and creative technology.
Names of other companies in which the person holds the directorship. (Excludes Private Companies, Foreign Companies, Companies formed under Section 8 of the Companies Act 2013).	i. DNEG India Media Services Limited* ii. Prime Focus Motion Pictures Limited* iii. Prime Focus Studios Private Limited (formerly known as PF Studio Private Limited and Prime Focus Production Services Private Limited)* *Subsidiary of Prime Focus Limited	i. Brahma AI Services India Limited (Formerly known as 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

Name of the Director	Mr. Naresh Malhotra (item no. 2)	Mr. Namit Naresh Malhotra (item no. 7)
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).	i. Prime Focus Limited: (a) Audit Committee - Member (b) Stakeholders' Relationship Committee - Member	i. Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited)* (a) Audit Committee – Member *Subsidiary of Prime Focus Limited
Details of remuneration last drawn (FY 2025-26).	₹ 1,80,00,000/- p.a.	NIL
Details of remuneration sought to be paid.	Upto ₹ 1,80,00,000/- p.a.	NIL
Terms and conditions of appointment or re-appointment.	Terms and Conditions as per the Board/ Shareholders Resolution for re- appointment.	Terms and conditions as set out in the Board / Shareholders Resolution.
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company.	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.	Mr. Namit Naresh Malhotra is a promoter of the Company. Except for Mr. Naresh Malhotra and Mr. Namit Naresh Malhotra who are related to each other by way of a father-son relationship, none of the other Directors, Manager, or Key Managerial Personnel of the Company are related to Mr. Namit Naresh Malhotra.
No. of shares held in the company as on the date of notice (including as Beneficial Owner) (till the date of this notice)	4,35,60,239 Equity Shares of Re. 1/- each.	Shares held in the Company: 1,49,00,000 Equity Shares of Re. 1/- each. Shares held as Beneficial Owner in the Company: 41,30,72,669 Equity Shares of Re. 1/- each.
The number of meetings of the Board attended	FY 2025-26: 8 out of 8 meetings held FY2026-27 (till the date of this Notice): 4 out of 4 meetings held	FY 2025-26: 4 out of 8 meetings held FY 2026-27 (till the date of this Notice): 3 out of 4 meeting 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

Annexure B (item no. 6)

(Pursuant to the requirement of Clause 1.2.5 of the Secretarial Standard - 2 as issued by the Institute of Company Secretaries of India):

Name of the Director	Mr. Nishant Fadia	Mr. Björgólfur Thor Björgólfsson	Mr. Devarajan Samu	Ms. Shalini Govil Pai	Ms. Pooja Sood	Mr. Bharat Dighe
Director's Identification Number (DIN)	02648177	11452424	00878956	11368521	10590404	00203056
Designation and Category of Director	Non-Executive Director, Liable to retire by rotation	Non-Executive Director, not liable to retire by rotation	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of first appointment on the Board of the Company	13/11/2025	02/01/2026	14/12/2016	12/11/2025	09/08/2024	09/08/2024
Date of Birth	22/11/1976	19/03/1967	31/10/1954	10/02/1969	23/12/1974	15/08/1969
Age (Years)	49	59	71	57	51	57
Nationality	Indian	Icelandic	Indian	United States of America	British	Indian
Qualifications	Chartered Accountant & CPA	Bachelor of Science & Finance	Electronics Engineer	Bachelor of Technology (B.Tech) in Computer Science at IIT, Bombay and Master of Science (MS) from USA.	Chartered Accountant, ICAEW	Chartered Accountant
Experience	As provided in Annexure A above.	As provided in Annexure A above.	As provided in Annexure A above.	As provided in Annexure A above.	As provided in Annexure A above.	As provided in Annexure A above.
Names of other companies in which the person holds the directorship..	Nil	Nil	i. Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited)* ii. DNEG India Media Services Limited* iii. Quess Corp Ltd iv. TATA Play Ltd v. GVS Software Private Limited* *Subsidiary of Prime Focus Limited	Nil	Nil	i. Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited)* ii. DNEG India Media Services Limited* *Subsidiary of Prime Focus Limited
Chairmanship / Membership of Committees of other Boards.	Nil	Nil	i. Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited)* Audit Committee – Chairman ii. DNEG India Media Services Limited* Audit Committee – Member iii. TATA Play Ltd Audit Committee – Member iv. Quess Corp Ltd Audit Committee – Member *Subsidiary of Prime Focus Limited	Nil	Nil	i. Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited)* Audit Committee – Member ii. DNEG India Media Services Limited* Audit Committee – Member *Subsidiary of Prime Focus Limited

Name of the Director	Mr. Nishant Fadia	Mr. Björgólfur Thor Björgólfsson	Mr. Devarajan Samu	Ms. Shalini Govil Pai	Ms. Pooja Sood	Mr. Bharat Dighe
Shareholding in the Company including shareholding as a beneficial owner (as on the date of this Notice)	23,50,000 Equity Shares of Re. 1/- each.	Nil	Nil	Nil	Nil	Nil
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the relevant Board / Members Resolution under which he was appointed.	Terms and Conditions as per the Board / Members Resolution under which he was appointed.	Terms and Conditions as per the Board / Members Resolution under which he was appointed.	Terms and Conditions as per the Board / Members Resolution under which she was appointed.	Terms and Conditions as per the Board / Members Resolution under which she was appointed.	Terms and Conditions as per the Board / Members Resolution under which he was appointed.
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 Mr. Nishant Fadia.	None of the other Directors, Manager and Key Managerial Personnel of the company are related to Mr. Björgólfur Thor Björgólfsson.	None of the other Directors, Manager and Key Managerial Personnel of the company are related to Mr. Devarajan Samu	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 Ms. Pooja Sood.	None of the other Directors, Manager and Key Managerial Personnel of the company are related to Mr. Bharat Dighe
Details of remuneration sought to be paid (Rs.) p.a.	As provided above.					
Details of remuneration last drawn (FY 2025-26).	₹ 1.11 crore in his role as CFO of the Company which he held upto November 12, 2025.	Nil – except sitting fee	Nil – except sitting fee	Nil – except sitting fee	Nil – except sitting fee	Nil – except sitting fee
Number of Board Meetings attended during the year	FY 2025-26: 2 out of 2 meetings eligible to attend FY 2026-27 (till the date of this Notice): 4 out of 4 meetings held	FY 2025-26: 1 out of 2 meetings eligible to attend FY 2026-27 (till the date of this Notice): 4 out of 4 meetings held	FY 2025-26: 7 out of 8 meetings held FY 2026-27 (till the date of this Notice): 3 out of 4 meetings held	FY 2025-26: 2 out of 2 meetings eligible to attend FY 2026-27 (till the date of this Notice): 3 out of 4 meetings held	FY 2025-26: 6 out of 8 meetings held FY 2026-27 (till the date of this Notice): 4 out of 4 meetings held	FY 2025-26: 8 out of 8 meetings held FY 2026-27 (till the date of this Notice): 4 out of 4 meetings held

By Order of the Board of Directors

Parina Shah
Company Secretary
ACS 18061

Place: Mumbai
Date: September 4, 2026

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