



**PRIME FOCUS**  
L I M I T E D

July 08, 2022

To,  
The National Stock Exchange of India  
Limited  
Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra East,  
Mumbai - 400 051  
Fax Nos.: 26598237 / 26598238

To,  
BSE Limited  
Listing Department,  
Phiroze Jeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Fax Nos.:22723121/2037/2039

**Ref.: Scrip Code: BSE – 532748/NSE - PFOCUS**

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of the said Regulation – Notice of Postal Ballot**

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Notice of Postal Ballot along with Explanatory Statement dated June 30, 2022 seeking approval of the Members of the Company by way of ordinary/special resolutions through voting by electronic means only (“remote e-voting”) for the following matters:

Sr. No	Special Business	Type of Resolution
1.	Approval for extension of exercise period under Prime Focus Limited (“PFL”) – Employees Stock Option Scheme 2014.	Special Resolution
2.	Approval for appointment of Mr. Vibhav Niren Parikh (DIN: 00848207) as a Non-Executive Director of the Company	Ordinary Resolution
3.	Approval for existing and new material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company	Ordinary Resolution
4.	Approval for existing and new material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties of the Company	Ordinary Resolution
5.	Approval for existing and new material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and Double Negative Limited, a subsidiary of the Company	Ordinary Resolution
6.	Approval for existing and new material related party transaction(s) between Double Negative Montréal	Ordinary Resolution





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	Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company	
7.	Approval for existing and new material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties of the Company	Ordinary Resolution
8.	Approval for existing and new material related party transaction(s) between Double Negative Toronto Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company	Ordinary Resolution

In accordance with Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended from time to time and in line with Ministry of Corporate Affairs ("MCA") General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 ("Relevant Circulars"), the Notice of Postal Ballot along with Explanatory Statement has been dispatched to all the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Thursday, June 30, 2022 ("cut-off date") and whose e-mail addresses are registered with the Company or Link Intime India Private Limited, Registrar & Transfer Agent of the Company ("Link Intime"), or the Depository Participants.

The Company has engaged the services of CDSL for providing the remote e-voting facility. Please note that the remote e-voting period in respect of the resolutions mentioned in the Notice of Postal Ballot shall commence on **Saturday, July 09, 2022 at 9:00 a.m. (IST)** and shall end on **Sunday, August 07, 2022 at 5:00 p.m. (IST)**. The results of remote e-voting shall be announced on or before Tuesday, August 09, 2022 and the same will be communicated to the Stock Exchanges along with the Scrutinizers Report within the prescribed timeline.

The Notice of Postal Ballot along with Explanatory Statement is also available on the website of the Company at [www.primefocus.com](http://www.primefocus.com).

Kindly take the same on record and acknowledge the receipt.

Thanking you.

Yours Faithfully,  
For Prime Focus Limited

*Parina Shah*

Parina Shah  
Company Secretary & Compliance Officer

Encl.: a/a





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L I M I T E D

## PRIME FOCUS LIMITED

CIN: L92100MH1997PLC108981

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

**Tel:** +91 22 6715 5000, **Fax:** +91 22 6715 5001

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

### NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as "**the Act**"), including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") as amended from time to time read with General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 5, 2022 (the "**Relevant Circulars**") issued by Ministry of Corporate Affairs ("**MCA**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard – 2 on General Meetings ("**SS - 2**") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, Ordinary/Special Resolutions as set out in this notice, on the terms which are set out in the Explanatory Statement attached to this notice, is proposed for consideration by members of Prime Focus Limited ("**the Company**") for passing by means of Postal Ballot through voting by electronic means only ("**remote e-voting**"). Members are requested to read the instruction in the Notes under the section "**Instructions for Voting through Electronic Means**". The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide Resolution dated June 30, 2022 has appointed Mr. Mehul Raval, Practicing Company Secretary (Membership No.: ACS-18300, CP No.:24170) as a Scrutinizer for conducting the Postal Ballot through remote e-voting process in fair and transparent manner and he has communicated his willingness to be appointed and be available for the said purpose.

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

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section "**Instructions for Voting through Electronic Means**" in this Notice.

The remote e-voting period commences at **9:00 a.m. (IST) on Saturday, July 09, 2022** and ends at **5:00 p.m. (IST) on Sunday, August 07, 2022**.

Upon completion of this process, the Scrutinizer will submit the report to the Chairman of the Company or any other person authorised by the Chairman after the completion of scrutiny of the votes cast through remote e-Voting. The results of Postal Ballot along with the Scrutinizer's Report will be announced on or before Tuesday, August 09, 2022. The result of the voting shall be displayed on the notice board of the Company at its Registered Office. The declared result along with the Scrutinizers Report, will be available forthwith on the Company's website: [www.primefocus.com](http://www.primefocus.com). The results will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed. Central Depository Services (India) Limited engaged by the Company for facilitating e-voting will also display the result on its website [www.evotingindia.com](http://www.evotingindia.com).

#### **SPECIAL BUSINESS**

##### **1. Approval for extension of exercise period under Prime Focus Limited ('PFL') - Employees Stock Option Scheme 2014**

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

**"RESOLVED THAT** pursuant to provisions of Regulation 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits

and Sweat Equity) Regulations, 2021 (the **"SEBI SBEB and SE Regulations"**) for the time being in force and as may be modified from time to time, Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**), and all other applicable provisions of the Act, as amended and the rules prescribed thereunder, including any statutory modification or re-enactment thereof, for the time being in force and other rules, regulations and guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable, subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions (collectively referred herein as the **"Applicable Laws"**), pursuant to the terms of the PFL Employees Stock Option Scheme 2014 (**"ESOP 14"**) and pursuant to the recommendation of ESOP Compensation Committee and approval of the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to amend the ESOP 14 for increasing the period for exercise of the options vested under the ESOP 14, from **5 years to 10 years** from the relevant **"Vesting Date"** or such other period as may be determined by the Board or the ESOP Compensation Committee (as defined under the ESOP 14), being a variation of terms not detrimental but beneficial to the interest of the employees, such that the existing definition of the term **"Exercise Period"** under Clause 3.13 of ESOP 14 be deleted and be substituted by the following definition:

*"Exercise Period" means a period of 10 years from the relevant Vesting Date within which the Vested Options can be exercised or such other period as may be determined by the Board or the ESOP Compensation Committee;*

**RESOLVED FURTHER THAT** the aforesaid extension of exercise period shall apply to such employees and in such manner as the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any duly constituted committee, including the ESOP Compensation Committee constituted by the Board (as defined under the ESOP 14) in terms of the ESOP 14, for administration and superintendence thereof, to exercise its powers, including the powers, conferred by this resolution) may determine in terms of ESOP 14 and subject to the compliance with the Applicable Laws.

**RESOLVED FURTHER THAT** the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things, and execute all such deeds, documents and instruments, as may be required, or desirable for the effective implementation of this resolution and the ESOP 14, including making the necessary filings or submissions with any stock exchange(s), or any other authority or agency for the purpose of giving effect to this resolution and the foregoing resolutions and to settle all such questions, remove any difficulties or doubts whatsoever that may arise from time to time and take all such steps and decisions in this regard."

**2. Approval for appointment of Mr. Vibhav Niren Parikh (DIN: 00848207) as a Non-Executive Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (**"Act"**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (**"Rules"**), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company, Mr. Vibhav Niren Parikh (DIN: 00848207), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 01, 2022, in accordance with the provisions of Section 161 of the Act and in respect of whom the Company has received a notice from a Member, in writing, under Section 160 of the Act, proposing his candidature for the office of a Non-Executive Director of the Company, be and is hereby appointed as a Director of the Company designated as "Non-Executive Director", not liable to retire by rotation.

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

**3. Approval for existing and new material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company**

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

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

Limited, a subsidiary of the Company, for the Financial Year 2022-23 and 2023-24, such that the maximum value of the related party transactions between the Company and DNEG India Media Services Limited, shall not exceed Rs. 700 crores and Rs. 770 crores for the Financial Year 2022-23 and 2023-24 respectively, and such related party transactions shall *inter alia* include transaction(s)/contract(s)/arrangement(s)/agreement(s) in relation to:

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

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

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

**4. Approval for existing and new material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the "**Act**") read with the Rules made thereunder, other applicable laws/statutory provisions, if any ( including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the '**RPT Policy**') and other applicable laws, and charter documents of the Company, and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/continue to enter into material related party transactions (whether

by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two "Related Parties" of the Company, i.e DNEG India Media Services Limited, a subsidiary of the Company with certain Identified Related Parties of the Company viz. Double Negative Montréal Productions Ltd. and Double Negative Limited for the Financial Year 2022-23 and 2023-24, such that the maximum value of the related party transactions between DNEG India Media Services Limited and the aforementioned Related Parties of the Company, shall not exceed Rs. 400 crores and Rs. 1,200 crores respectively for the Financial Year 2022-23 and shall not exceed Rs. 450 crores and Rs. 1,300 crores respectively for the Financial Year 2023-24, and such related party transactions shall *inter alia* include transaction(s)/contract(s)/arrangement(s)/agreement(s) in relation to:

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

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

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

**5. Approval for existing and new material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and Double Negative Limited, a subsidiary of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the '**Act**') read with the Rules made thereunder, other applicable laws/statutory provisions, if any (including any

statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the '**RPT Policy**') and other applicable laws, and charter documents of the Company, and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/ continue to enter into material related party Transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two "Related Parties" of the Company, i.e Double Negative Films Limited, a subsidiary of the Company with Double Negative Limited, a subsidiary of the Company, for the Financial Year 2022-23 and 2023-24, such that the maximum value of the related party transactions between such parties, shall not exceed Rs. 1,000 crores and Rs. 1,100 crores for the Financial Year 2022-23 and 2023-24 respectively, and such related party transactions shall *inter alia* include transaction(s)/contract(s)/ arrangement(s)/ agreement(s) in relation to:

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

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

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

**6. Approval for existing and new material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the '**Act**') read with the Rules made thereunder, other applicable laws/statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions (the '**RPT Policy**') and other applicable laws, and charter documents of the Company, and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/ continue to enter into material related party Transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two "Related Parties" of the Company, i.e Double Negative Montréal Productions Ltd., a subsidiary of the Company with certain Identified Related Parties of the Company viz. Double Negative Limited, Double Negative Canada Productions Ltd, Prime Focus International Services UK Limited, DNEG North America Inc. and Prime Focus World N.V. for the Financial Year 2022-23 and 2023-24, such that the maximum value of the related party transactions between Double Negative Montréal Productions Ltd. and the aforementioned Related Parties of the Company, shall not exceed Rs. 1,900 crores, Rs. 350 crores, Rs. 400 crores, Rs. 400 crores and Rs. 1,100 crores respectively for the Financial Year 2022-23 and shall not exceed Rs. 2,100 crores, Rs. 400 crores, Rs. 450 crores, Rs. 450 crores and Rs. 1,200 crores respectively for the Financial Year 2023-24, and such related party transactions shall *inter alia* include transaction(s)/contract(s)/ arrangement(s)/agreement(s) in relation to:

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

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

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

**7. Approval for existing and new material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **‘Listing Regulations’**), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the **‘Act’**) read with the Rules made thereunder, other applicable laws/statutory provisions, if any ( including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions (the **‘RPT Policy’**) and other applicable laws, and charter documents of the Company, and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/ continue to enter into material related party Transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two “Related Parties” of the Company, i.e Double Negative Limited, a subsidiary of the Company with certain Identified Related Parties of the Company viz. Double Negative Canada Productions Ltd and Prime Focus World N.V. for the Financial Year 2022-23 and 2023-24, such that the maximum value of the related party transactions between Double Negative Limited and the aforementioned Related Parties of the Company shall not exceed Rs. 450 crores and Rs. 1,900 crores respectively for the Financial Year 2022-23 and shall not exceed Rs. 500 crores and Rs. 2,100 crores respectively for the Financial Year 2023-24, and such related party transactions shall *inter alia* include transaction(s)/ contract(s)/ arrangement(s)/agreement(s) in relation to:

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as **‘Board’** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of

Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

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

**8. Approval for existing and new material related party transaction(s) between Double Negative Toronto Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **‘Listing Regulations’**), as amended from time to time, the applicable provisions of the Companies Act, 2013 (the **‘Act’**) read with the Rules made thereunder, other applicable laws/statutory provisions, if any ( including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions (the **‘RPT Policy’**) and other applicable laws, and charter documents of the Company, and subject to such approval(s)/ consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter/ continue to enter into material related party Transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between two “Related Parties” of the Company, i.e Double Negative Toronto Productions Ltd., a subsidiary of the Company with certain Identified Related Parties of the Company viz. Double Negative Montréal Productions Ltd. and Double Negative Limited for the Financial Year 2022-23 and 2023-24, such that the maximum value of the related party transactions between Double Negative Toronto Productions Ltd. and the aforementioned Related Parties of the Company, shall not exceed Rs. 600 crores and Rs. 500 crores respectively for the Financial Year 2022-23 and shall not exceed Rs. 650 crores and Rs. 550 crores respectively for the Financial Year 2023-24, and such related party transactions shall *inter alia* include transaction(s)/contract(s)/ arrangement(s)/ agreement(s) in relation to:

- a) Availing and rendering of services; b) purchase/sale/ exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements;

c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;

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

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

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

**Sd/-  
Parina Shah  
Company Secretary  
ACS 18061**

Mumbai, June 30, 2022

**Registered Office:**

Prime Focus House, Linking Road,  
Opp. Citi Bank, Khar West, Mumbai – 400 052.

**NOTES:**

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

3. The Notice is being sent to all the Members, whose names appeared in the Register of Members / Record of Depositories on Thursday, June 30, 2022 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
4. The Notice will be displayed on the website of the Company viz., [www.primefocus.com](http://www.primefocus.com) and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com). The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in at least one English language national daily newspaper circulating in the whole or substantially the whole of India, atleast in one English newspaper in English language having wide circulation in the district where the registered office of the Company is situated and at least in one daily newspaper published in the vernacular language of the district and published on the website of the Company.
6. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Thursday, June 30, 2022. A Member cannot exercise their vote by proxy on Postal Ballot.
7. The remote e-voting period commences at **9:00 a.m. (IST) on Saturday, July 09, 2022** and will end at **5:00 p.m. (IST) on Sunday, August 07, 2022**, after which the remote e-voting will be disabled and voting shall not be allowed beyond the said date and time. During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Thursday, June 30, 2022, may cast their vote electronically. Once the member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
8. The resolutions, if passed by the requisite majority shall be deemed to have been passed on the last date specified for remote e-voting i.e. Sunday, August 07, 2022.
9. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection without any fee by the members through electronic mode. The Members are requested to write to the Company at [ir.india@primefocus.com](mailto:ir.india@primefocus.com) up to August 07, 2022 for the inspection of the said documents.
10. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s) for sending future communication(s) in electronic form.
11. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.



## INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

### Instructions to Members for remote e-voting are as under:

(i) The voting period begins on **Saturday, July 09, 2022 at 9:00 a.m. (IST) and ends on Sunday, August 07, 2022 at 5:00 p.m. (IST)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, June 30, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all members' resolutions. However, it has been observed that the participation by the public non-institutional members/retail members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual members holding securities in Demat mode** is given below:

Type of members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members holding securities in demat mode with <b>NSDL</b>	1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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.</p>
Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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.

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

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.

Login type	Helpdesk details
Individual Members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

	<b>For Physical Members and other than individual members holding shares in Demat</b>
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

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

(vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they

are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xv) Additional Facility for Non - Individual Members and Custodians -For Remote Voting only**

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ir.india@primefocus.com](mailto:ir.india@primefocus.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ir.india@primefocus.com/rnt.helpdesk@linkintime.co.in](mailto:ir.india@primefocus.com/rnt.helpdesk@linkintime.co.in)
2. For Demat members - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat members - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Other Instructions:**

1. The period for e-voting starts on **Saturday, July 09, 2022 at 9:00 a.m. (IST)** and ends on **Sunday, August 07, 2022 at 5:00 p.m. (IST)**. E-voting shall be disabled by CDSL at **5:00 p.m. (IST) on Sunday, August 07, 2022** and members shall not be allowed to vote through remote e-voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, June 30, 2022 (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. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
2. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of cut-off date, may follow the same procedure as mentioned above for e-Voting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 as amended, read with the rules prescribed thereunder (the "Act"), the following explanatory statement sets out all material facts relating to the special businesses mentioned under Item Nos. 1 to 8 accompanying the Notice.

### Item No. 1

The PFL Employees Stock Option Scheme 2014 ("**ESOP 14**") was approved by the members of the Company by way of a special resolution, in due compliance with the applicable laws.

An '**Exercise Period**' of 2 (Two) years was provided in the ESOP 14. The Exercise Period was increased from 2 (Two) years to 5 (Five) years by way of passing Special Resolution on September 28, 2018. In order to provide for more beneficial terms for the employees, it is recommended by the Board of Directors of the Company (the "**Board**") and the ESOP Compensation Committee (in terms of the ESOP 14), that the '**Exercise Period**' under ESOP 14, be extended from 5 (five) to 10 (ten) years from the relevant Vesting Date or such other period as may be determined by the Board or the ESOP Compensation Committee (as defined under the ESOP 14).

This would also help in retention of employees in the Company, as life of the relevant stock options would be increased. Accordingly, it is proposed that the terms of the ESOP 14 be amended. In terms of the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (the "**SEBI SBEB and SE Regulations**") and the applicable provisions of the Companies Act, 2013, as amended and the rules prescribed thereunder (the "Act"), the necessary amendments and variations to the ESOP 14 need to be approved by the members of the Company, by way of a special resolution and accordingly the same is being proposed to amend and vary the terms of the ESOP 14.

Particulars to be disclosed in accordance with Regulation 7 (4) of the SEBI SBEB and SE Regulations, for the variation of the terms of the ESOP 14 are set out below:

- a. **Details of the variation:** Extension of the exercise period from 5 years to 10 years from the relevant Vesting Date or such other period as may be determined by the Board or the ESOP Compensation Committee (as defined under the ESOP 14).
- b. **Rationale for the variation:** The aforementioned variation is not detrimental/prejudicial to the interest of the employees. Instead it provides the employees, a longer window to exercise the Options granted under the ESOP 14, which is beneficial to their interest. The rationale for the variation is to provide for more beneficial terms to the employees, so as to ensure employee retention for a longer term.
- c. **Details of the employees who are beneficiaries of such variation:** The beneficiaries of the variation shall be the employees with outstanding Options i.e. to whom Options have already been granted under the ESOP 14 but which Options have not yet lapsed or been exercised by such employees;

All other specifications of the ESOP 14, would remain unchanged and the Board together with the ESOP Compensation Committee (as defined under the ESOP 14), would have the discretion to amend, add, modify, change, and delete any of the specifications in accordance with the terms of the ESOP 14, the SEBI SBEB and SE Regulations and any other applicable law for the time being in force in India.

The Board and the ESOP Compensation Committee (as defined under the ESOP 14) recommend the special resolution set forth at Item No. 1 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the ESOP 14.

### Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee of the Board ("**NRC**"), the Board, at its meeting held on June 30, 2022, considered and approved the appointment of Mr. Vibhav Niren Parikh (DIN: 00848207) as an "Additional Director" of the Company, (Nominee of Marina IV (Singapore) Pte. Ltd., Marina Horizon (Singapore) Pte Ltd., Augusta Investments Zero Pte. Ltd., Augusta Investments I Pte. Ltd., Marina IV LLP) designated as "Non-Executive Director", with effect from July 01, 2022. Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Parikh will hold office as an Additional Director up to the date of the ensuing General Meeting. However, Regulation 17(1C) of the Listing Regulations stipulates that an Additional Director appointed on the Board of a Company shall hold office up to the next general meeting or three months from the date of appointment, whichever is earlier.

Keeping in view the above referred provision of the Listing Regulations, the approval of the Members of the Company is being sought by way of Postal Ballot for the appointment of Mr. Parikh, within three months of the date of appointment by the Company's Board.

A brief profile of Mr. Vibhav Niren Parikh, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, has been provided in the Annexure to this Postal Ballot Notice.

Mr. Parikh has given his consent to act as a Director of the Company and that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act.

Mr. Parikh is eligible to be appointed as a Non-Executive Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing, a notice from a Member proposing his candidature for the office of Director of the Company. Mr. Parikh has also confirmed that he is not debarred from holding office of director by virtue of any SEBI order or any other such authority.

The Board has reviewed and assessed the declarations and other documents furnished by Mr. Parikh and based on the same, has opined that he fulfils the requirements specified in the Act, the Rules and the Listing Regulations, for his appointment as a Non-Executive Director of the Company.

Having regard to Mr. Parikh knowledge, expertise, insights and gravitas and familiarity with the Company, its operations and the

complexities involved in the regulatory environment, the Board considers it desirable and in the interest of and immense benefit to the Company to appoint him as a Non-Executive Director and accordingly, recommends his appointment, as proposed in the resolution set out above, for the approval by the Members, in compliance with the applicable provisions of law.

Except for Mr. Parikh and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out in the accompanying Postal Ballot Notice.

Your Directors recommend the passing of the Ordinary Resolution set out at Item no. 2 of the accompanying Postal Ballot Notice.

### Item No. 3 to 8

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), as amended from time to time, effective April 1, 2022, states that all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of members by means of an ordinary resolution. The said limits are

applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the 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 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, regardless of whether a price is charged or not.

In view of the above mentioned regulatory changes, Item nos. 3 to 8 are placed for the approval of the Members of the Company.

The management has provided the Audit Committee of the Company with the details of various proposed related party transactions (the '**RPTs**'), including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the said RPTs. The Committee has noted that the said RPTs will be on an arms' length basis and in the ordinary course of business of the respective entities.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the relevant ordinary resolutions contained in Item No. 3 to 8 of the accompanying Postal Ballot Notice to the members for approval.

### Item No. 3

**Details of proposed RPTs between the Company and DNEG India Media Services Limited including the information required to be disclosed in the Explanatory Statement pursuant to SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:**

Sr No	Description	Details of proposed RPTs between the Company and DNEG India Media Services Limited
1	Summary of information provided	by the Management to the Audit Committee for approval of the proposed RPTs.
a	Name of the Related Party	DNEG India Media Services Limited
b	Nature of relationship [including nature of its interest (financial or otherwise)]	Subsidiary of the Company
c	Type of the proposed transaction	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2022-23 and 2023-24
f	Value of the proposed transaction	Shall not exceed Rs. 700 crores and Rs. 770 crores for the Financial Year 2022-23 and 2023-24 respectively
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	20.78%

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

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

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

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

**Item No. 4**

**Details of proposed RPTs between DNEG India Media Services Limited and (i) Double Negative Montréal Productions Ltd. and (ii) Double Negative Limited including the information required to be disclosed in the Explanatory Statement pursuant to SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:**

<b>Sr No</b>	<b>Description</b>	<b>Details of proposed RPTs between DNEG India Media Services Limited and (i) Double Negative Montréal Productions Ltd. and (ii) Double Negative Limited</b>	
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a	Name of the Related Party	Double Negative Montréal Productions Ltd.	Double Negative Limited
b	Nature of relationship [including nature of its interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2022-23 and 2023-24	Financial Year 2022-23 and 2023-24
f	Value of the proposed transaction	Shall not exceed Rs. 400 crores and Rs. 450 crores for the Financial Year 2022-23 and 2023-24 respectively	Shall not exceed Rs. 1,200 crores and Rs. 1,300 crores for the Financial Year 2022-23 and 2023-24 respectively
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	11.87%	35.62%
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,		
	- Nature of indebtedness	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable

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

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

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

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



**Item No. 5**

**Details of proposed RPTs between Double Negative Films Limited and Double Negative Limited including the information required to be disclosed in the Explanatory Statement pursuant to SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:**

<b>Sr No</b>	<b>Description</b>	<b>Details of proposed RPTs between Double Negative Films Limited and Double Negative Limited</b>
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a	Name of the Related Party	Double Negative Limited
b	Nature of relationship [including nature of its interest (financial or otherwise)]	Both Double Negative Films Limited and Double Negative Limited are subsidiaries of the Company
c	Type of the proposed transaction	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;
d	Material terms and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2022-23 and 2023-24
f	Value of the proposed transaction	Shall not exceed Rs. 1,000 crores and Rs. 1,100 crores for the Financial Year 2022-23 and 2023-24 respectively
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	29.68%
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	
	- Nature of indebtedness	Not Applicable
	- Cost of funds	Not Applicable
	- Tenure	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> <li>• Applicable Terms, Tenure &amp; Repayment Schedule:</li> </ul> As mutually agreed under the agreement of loans and borrowings between the Companies. <ul style="list-style-type: none"> <li>• Interest Rate: Rate of Interest would be cost of funds + spread</li> <li>• Unsecured Borrowings</li> </ul>
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working Capital Requirement

<b>Sr No</b>	<b>Description</b>	<b>Details of proposed RPTs between Double Negative Films Limited and Double Negative Limited</b>
3	Justification as to why the RPT is in the interest of the listed entity	The transactions are to meet funding requirements and the transactions will also help both the Companies to smoothen business operations undertaken in accordance with laid down norms, policies and procedures of the Group, and therefore, in the interest of the Company.
4	A copy of the valuation or other external party report, if any such report has been relied upon	All contracts with related parties are reviewed for arm's length testing.
5	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the members	Not Applicable.
6	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	None of the Directors or KMP of the Company is a Director or KMP of Double Negative Films Limited. Mr. Namit Malhotra, a Non-Executive Director of the Company, is also a Director on the Board of Double Negative Limited
7	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

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

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

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

**Item No. 6**

**Details of proposed RPTs between Double Negative Montréal Productions Ltd. and (i) Double Negative Limited, (ii) Double Negative Canada Productions Ltd, (iii) Prime Focus International Services UK Limited, (iv) DNEG North America Inc. and (v) Prime Focus World N.V. including the information required to be disclosed in the Explanatory Statement pursuant to SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:**

Sr No	Description	Details of proposed RPTs between Double Negative Montréal Productions Ltd. and (i) Double Negative Limited, (ii) Double Negative Canada Productions Ltd, (iii) Prime Focus International Services UK Limited, (iv) DNEG North America Inc. and (v) Prime Focus World N.V.				
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.					
a	Name of the Related Party	Double Negative Limited	Double Negative Canada Productions Ltd	Prime Focus International Services UK Limited	DNEG North America Inc.	Prime Focus World N.V.
b	Nature of relationship [including nature of its interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/ or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/ or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/ or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/ or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipments to meet its business objectives/ requirements; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/ or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2022-23 and 2023-24	Financial Year 2022-23 and 2023-24	Financial Year 2022-23 and 2023-24	Financial Year 2022-23 and 2023-24	Financial Year 2022-23 and 2023-24
f	Value of the proposed transaction	Shall not exceed Rs. 1,900 crores and 2,100 crores for the Financial Year 2022-23 and 2023-24 respectively	Shall not exceed Rs. 350 crores and Rs. 400 crores for the Financial Year 2022-23 and 2023-24 respectively	Shall not exceed Rs. 400 crores and Rs. 450 crores for the Financial Year 2022-23 and 2023-24 respectively	Shall not exceed Rs. 400 crores and Rs. 450 crores for the Financial Year 2022-23 and 2023-24 respectively	Shall not exceed Rs. 1,100 crores and Rs. 1,200 crores for the Financial Year 2022-23 and 2023-24 respectively
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	56.39%	10.39%	11.87%	11.87%	32.65%
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary					
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,					
	- Nature of indebtedness	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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

\*Mr. Udai Dhawan, Non-Executive Director of the Company has resigned w.e.f. closure of business hours of June 30, 2022.

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

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

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

**Item No. 7**

**Details of proposed RPTs between Double Negative Limited and (i) Double Negative Canada Productions Ltd and (ii) Prime Focus World N.V. including the information required to be disclosed in the Explanatory Statement pursuant to SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:**

<b>Sr No</b>	<b>Description</b>	<b>Details of proposed RPTs between Double Negative Limited and (i) Double Negative Canada Productions Ltd and (ii) Prime Focus World N.V.</b>	
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a	Name of the Related Party	Double Negative Canada Productions Ltd	Prime Focus World N.V.
b	Nature of relationship [including nature of its interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2022-23 and 2023-24	Financial Year 2022-23 and 2023-24
f	Value of the proposed transaction	Shall not exceed Rs. 450 crores and Rs, 500 crores for the Financial Year 2022-23 and 2023-24 respectively	Shall not exceed Rs. 1,900 crores and Rs. 2,100 crores for the Financial Year 2022-23 and 2023-24 respectively
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	13.36%	56.39%
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,		
	- Nature of indebtedness	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable

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

\*Mr. Udai Dhawan, a Non-Executive Director of the Company has resigned w.e.f. closure of business hours of June 30, 2022.

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

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

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

**Item No. 8**

**Details of proposed RPTs between Double Negative Toronto Productions Ltd. and (i) Double Negative Montréal Productions Ltd. and (ii) Double Negative Limited including the information required to be disclosed in the Explanatory Statement pursuant to SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:**

<b>Sr No</b>	<b>Description</b>	<b>Details of proposed RPTs between Double Negative Toronto Productions Ltd. and (i) Double Negative Montréal Productions Ltd. and (ii) Double Negative Limited</b>	
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.		
a	Name of the Related Party	Double Negative Montréal Productions Ltd.	Double Negative Limited
b	Nature of relationship [including nature of its interest (financial or otherwise)]	Subsidiary of the Company	Subsidiary of the Company
c	Type of the proposed transaction	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;	a) Availing and rendering of services; b) purchase/sale/exchange/transfer/lease of business asset(s) and/or equipments to meet its business objectives/requirements; c) transfer of any resources, services or obligations to meet its business objectives/requirements; d) reimbursement of expenses including recharge received and recharge given; e) advances/ borrowing/ loan/ deposit given and/or taken, interest received and/or paid thereon; f) allocation of expenses towards grant of Stock Option;
d	Material terms and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
e	Tenure of the proposed transaction	Financial Year 2022-23 and 2023-24	Financial Year 2022-23 and 2023-24
f	Value of the proposed transaction	Shall not exceed Rs. 600 crores and Rs. 650 crores for the Financial Year 2022-23 and 2023-24 respectively	Shall not exceed Rs. 500 crores and Rs. 550 crores for the Financial Year 2022-23 and 2023-24 respectively
g	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	17.81%	14.84%
2	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
a	Details of the source of funds in connection with the proposed transaction	Internal Accruals	Internal Accruals
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,		
	- Nature of indebtedness	Not Applicable	Not Applicable
	- Cost of funds	Not Applicable	Not Applicable
	- Tenure	Not Applicable	Not Applicable

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

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

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

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



## Annexure

### Brief Profile of the Director being appointed, as set out in this Postal Ballot Notice, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India

Name of the Director	Mr. Vibhav Niren Parikh
Date of Birth	February 7, 1979
DIN	00848207
Age	43 years
Nationality	Indian
Qualification	BBA
Brief details of experience and nature of expertise in specific functional area	<p>Vibhav Niren Parikh is an Executive Director in the India team of Affirma Capital and is based in Mumbai, India.</p> <p>Vibhav is an accomplished entrepreneur, investment banker, and private equity investment professional with 21 years of progressive experience in business leadership, client relationships, transaction origination and execution, and investment management at Affirma Capital, Standard Chartered Private Equity (SCPE), TPG, AdImpact (one of India's first digital signage companies), Citigroup, ICICI Securities, and Merrill Lynch. He has extensive experience in the M&amp;A advisory / private equity markets in India.</p> <p>During his 15 years in the private equity industry, Vibhav has consummated five investments totalling USD 190 million, five exits worth USD 315 million and has managed a USD 420 million portfolio of PE investments across Affirma/SCPE and TPG. Vibhav has served on the Board of Directors of key portfolio companies, including Prime Focus Technologies Limited. Vibhav has a BBA with "High Distinction" from the Stephen M. Ross School of Business, University of Michigan, Ann Arbor. Mr. Parikh is presently also on the Board of Prime Focus Technologies Limited, a Subsidiary Company of the Company</p>
Number of Board Meetings attended during the Financial Year 2022-23	NIL (appointed w.e.f. July 01, 2022)
Terms and Conditions of appointment, including remuneration sought to be paid	Mr. Vibhav Parikh is being appointed as an Additional Non-Executive Director, not liable to retire by rotation. The other terms and conditions of appointment will be as per the Nomination and Remuneration Policy of the Company. He shall be paid sitting fees for attending meetings of the Board.
Names of the listed entities from which he has resigned in the past 3 (three) years.	NIL
Remuneration last drawn	NIL
Date of first appointment (Board) - effective date	July 01, 2022
Directorships in other companies / Positions in other entities	Prime Focus Technologies Limited
Details of Memberships / Chairmanships of Committees of other Boards	Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Prime Focus Technologies Limited
Relationship between Directors inter-se and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel
Shareholding in the Company	NIL

**By Order of the Board of Directors**

**Sd/-  
Parina Shah  
Company Secretary  
ACS 18061**

Mumbai, June 30, 2022

#### Registered Office:

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