



PRIME FOCUS
L I M I T E D

September 30, 2022

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

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

Ref: Scrip Code: BSE – 532748/NSE – PFOCUS

Dear Sir,

Sub: Outcome/Proceedings of the 25th Annual General Meeting (“AGM”) of the Members of Prime Focus Limited (“the Company”) pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 of SEBI Listing Regulations, we have enclosed a copy of the Proceedings of the 25th AGM of the members of the Company duly convened on **Friday, September 30, 2022 at 12:30 P.M. (IST)** through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) in compliance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Further, please note that all the resolutions at the AGM were passed with requisite majority.

Request you to take the above on your record.

Thanking you,

**Yours faithfully,
For Prime Focus Limited**

Parina Shah
Company Secretary & Compliance Officer
Encl.: As above



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**SUMMARY OF THE PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING
(‘AGM’) OF THE MEMBERS OF PRIME FOCUS LIMITED (‘THE COMPANY’) HELD
ON SEPTEMBER 30, 2022**

The 25th Annual General Meeting (“AGM”) of the Members of the Company was duly held on Friday, September 30, 2022 at 12:30 p.m. (IST) through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) in view of the Covid-19 pandemic and in compliance with the provisions of the Companies Act, 2013 and rules made thereunder and the relevant circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, from time to time, to transact the business as stated in the Notice dated August 12, 2022 convening the AGM.

Ms. Parina Shah, Company Secretary attending the meeting from Mumbai, extended warm welcome to the Members present at the 25th AGM of the Company. She then, provided general instructions to the members regarding participation in the meeting which inter alia, included the few of the following points:-

- The Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM.
- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the 25th AGM of the Company and the remote e-voting period commenced on Monday, September 26, 2022 at 9.00 a.m. (IST) and ended on Thursday, September 29, 2022 at 5.00 p.m. (IST).
- Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically at the time of AGM through the platform provided by CDSL.
- The Company had appointed Mr. Mehul Raval, Company Secretary in Practice, (Membership No- ACS-18300, CP No. 24170) as the Scrutinizer for independently conducting and overseeing the remote e-voting process and voting at the time of AGM in a fair and transparent manner.
- The registers and documents, as statutorily required, were available for inspection during the Meeting.



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- It was noted that the Chairman of the Audit Committee, the Nomination and Remuneration Committee and Stakeholders' Relationship Committee was present at the Meeting. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the Meeting.

Thereafter, Ms. Parina Shah handed over the proceedings to Mr. Naresh Malhotra, Chairman of the Company. The Chairman extended a warm welcome to the Members, Board of Directors, representatives of the Body Corporates and all other present in the Meeting.

The requisite quorum being present, the Chairman called the meeting to order.

The Directors and Key Managerial Personnel(s) introduced themselves who joined the meeting through video conferencing from their respective locations.

The Chairman informed that the AGM was conducted through VC/OAVM in compliance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India and with the consent of the members, the Notice convening the Meeting was taken as read. The Members were thereafter informed that there were no qualification, reservation, adverse remark or disclaimer in the Statutory Auditors Report. Further, the Secretarial Audit Report also does not have any qualification, observation or other adverse remarks which has material adverse effect on the functioning of the Company. Accordingly, the reports being self-explanatory were considered as read.

Mr. Naresh Malhotra, Chairman being interested in item nos. 2 & 3 of the Notice of AGM, the proceedings were entrusted to Mr. Ramakrishnan Sankaranarayanan, Non-Executive Director of the Company, for the purpose of conducting the proceedings for the said resolutions.

The Annual General Meeting had been convened to seek approval of the Members for Ordinary and Special Business items as detailed in the Notice of the AGM and the Members of the Company were briefed about the following resolutions:

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Board of Directors and Auditors thereon. *(Ordinary Resolution)*
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of Auditors thereon. *(Ordinary Resolution)*



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

Special Business:

3. To consider re-appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as a Chairman and Whole-time Director of the Company. *(Special Resolution)*
4. To approve material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company. *(Ordinary Resolution)*
5. To approve material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties of the Company. *(Ordinary Resolution)*
6. To approve 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)*
7. To approve material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company. *(Ordinary Resolution)*
8. To approve material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties of the Company. *(Ordinary Resolution)*
9. To approve 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)*

Some of the members attending the meeting through video conferencing means, commented/enquired on various matters, which were duly replied to by the CFO of the Company.

The Company Secretary, thereafter, thanked all the members and Directors of the Company for their participation at the AGM.



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Further, she informed the members that a consolidated report on total votes cast in “favour” or “against” shall be submitted by the scrutinizer within stipulated time of the conclusion of the AGM as specified under the applicable laws and the same shall be forthwith declared by the Company by publishing on its website, and on the website of CDSL and by notifying to the Stock Exchanges where the shares of the Company are listed.

The Company Secretary informed the Members that e-voting facility would be open till 15 minutes after the closure of the meeting for the Members who attended the Meeting but had not voted earlier and then declared the meeting closed.

For Prime Focus Limited

Parina Shah
Company Secretary & Compliance Officer