



PRIME FOCUS TECHNOLOGIES LIMITED

Registered office: True North, Plot No. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai-400093.

Tel No: +91 22 61785555

Website: www.primefocustechnologies.com

CIN: U72200MH2008PLC179850

NOTICE

Notice is hereby given that the **SIXTEENTH ANNUAL GENERAL MEETING** of Prime Focus Technologies Limited (“**the Company**”) will be held on Friday, September 29, 2023 at 10:00 a.m at the registered office of the Company at True North, Plot No. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai-400093, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon.

2. To appoint a Director in place of Mr. Nishant Fadia (DIN: 02648177), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Bharat Dighe (DIN: 00203056), as an Independent Director of the Company for the second term of 5 (five) consecutive years, in terms of Section 149 of the Companies Act, 2013:

To consider and, if thought fit, approve with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any of the Companies Act, 2013 (“**the Act**”) and the rules made

thereunder read with Schedule IV of the said Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Bharat Dighe (DIN: 00203056), who holds office as an Independent Director upto August 11, 2024, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company for a term w.e.f. August 12, 2024 to August 11, 2029.

RESOLVED FURTHER THAT any director of the Company be and are hereby severally authorized to execute such documents, papers including filing of necessary forms with Registrar of Companies, Mumbai, and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

By Order of the Board of Directors

Sd/-
Ramakrishnan Sankaranarayanan
Whole-Time Director
DIN: 02696897

Place: Mumbai

Date: August 10, 2023

Registered Office:

True North, Plot No. 63, Road No. 13, Opp. Hotel
Tunga Paradise, MIDC, Andheri (East), Mumbai-
400093.

CIN: U72200MH2008PLC179850

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NOTES:

- a) **MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

The Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total

share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

- b) In case of joint holders attending the Meeting, only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
- c) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution/ Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.
- d) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("**the Act**") and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection by the members at the AGM.
- e) Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- f) A route map showing directions to reach the venue of the AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards - 2" on General Meetings
- g) Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
- h) Members are requested to notify immediately any change in their addresses or any other information to the Company's Registrar and Share Transfer Agents and to their respective Depository Participant's (DP) for shares held in electronic form.
- i) Brief resume of Mr. Nishant Fadia, nature of his expertise in specific functional areas and name of the Companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationship between director inter-se as stipulated under Secretarial Standards-2 on General Meetings is provided in the **Annexure A** to the notice of the Annual General Meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to special business mentioned under the accompanying notice

Item No. 3:

Re-appointment of Mr. Bharat Dighe (DIN: 00203056), Independent Director of the Company for the second term of 5 (five) consecutive years pursuant to terms of Section 149 of the Companies Act, 2013

Mr. Bharat Dighe (DIN: 00203056) was appointed as an Independent Non-Executive Director of the Company by the members at the Annual General Meeting of the Company held on September 30, 2019 for the period of 5 (five) consecutive years and to hold office from August 12, 2019 till August 11, 2024.

As per Section 149(10) of the Act, an Independent Non-Executive Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Bharat Dighe (DIN: 00203056), being eligible and offering himself for re-appointment, be and is hereby proposed to be re-appointed as Independent Non-Executive Director for second term of five consecutive years with effect from August 12, 2024 upto August 11, 2029. The Company has received declaration from him stating that he meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and also complied with registration in the database bank of Indian Institute of Corporate Affairs. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Bharat Dighe (DIN: 00203056) fulfils the conditions specified under Section 149 (6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for his re-appointment as Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, upto and including the date of ensuing General Meeting of the Company.

Brief resume of Director, nature of his expertise in specific functional areas and name of companies in which he hold directorship and membership/chairmanship of Board Committees, shareholding and relationship between director inter-se as stipulated under

Secretarial Standard-2, are provided in the **Annexure A** to the Notice to the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of him as an Independent Director.

Accordingly, the Board, based on the performance evaluation of Independent Non-Executive Directors and as per the recommendation of the Nomination and Remuneration Committee, recommends passing of the Special Resolution in relation to re-appointment of Mr. Bharat Dighe as an Independent Director for another term of five consecutive years, for the approval by the shareholders of the Company.

Except Mr. Bharat Dighe, being appointees and their relatives, none of the other Directors, other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice of the Annual General Meeting. Further, Mr. Bharat Dighe is not related to any Director of the Company.

ANNEXURE A TO THE NOTICE

Details of the Director seeking Appointment/Re-appointment at the Annual General Meeting as per Secretarial Standard-2 on General Meetings is given below:-

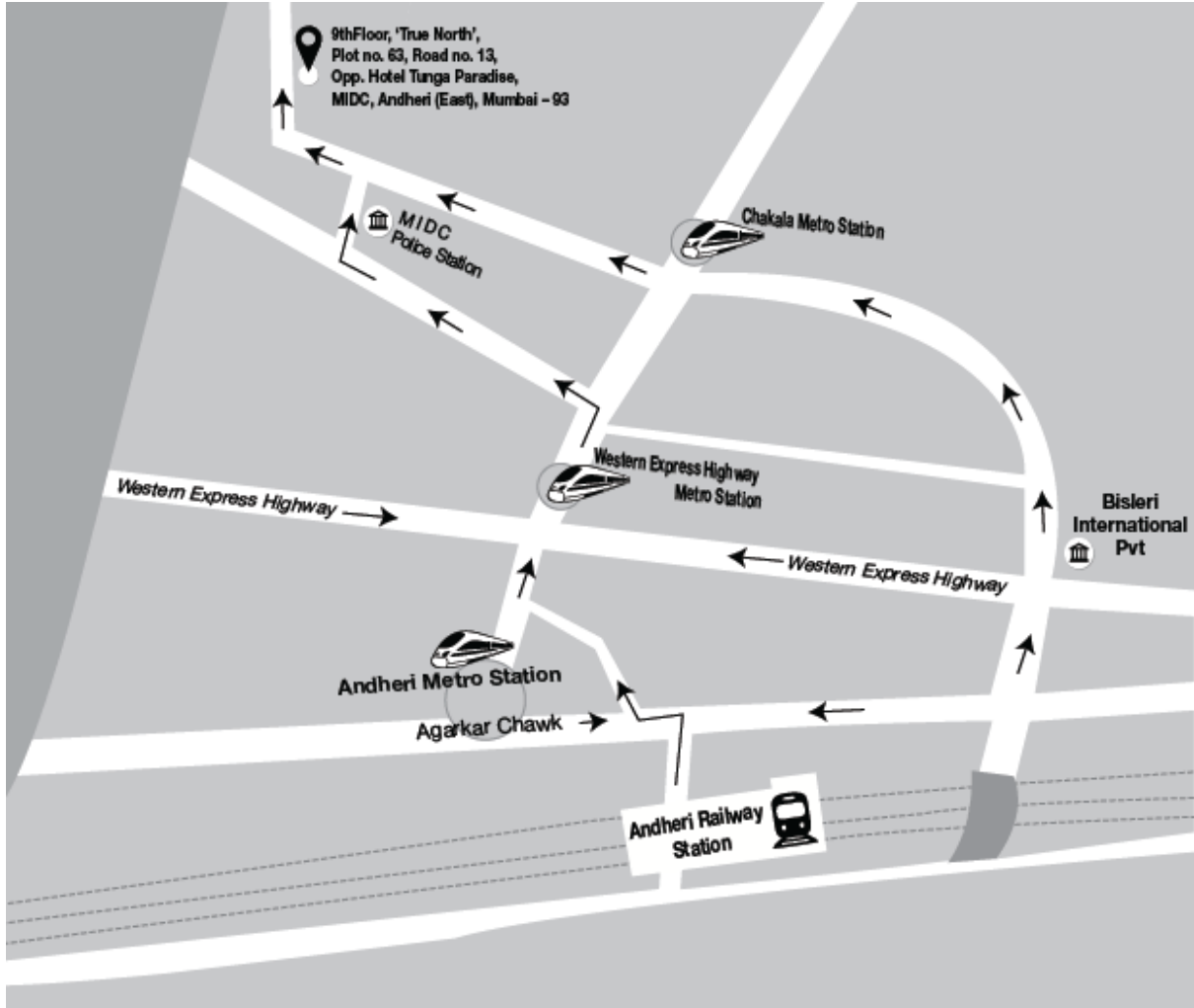
Name of the Director	Mr. Nishant Fadia	Mr. Bharat Shashikumar Dighe
DIN	02648177	00203056
First date of appointment as Director	March 30, 2015	August 12, 2019
Date of Birth	November 22, 1976	August 15, 1969
Age	46 years	53 years
Qualifications	Chartered Accountant	Chartered Accountant
Brief resume & Expertise in Specific Functional Areas	Nishant Fadia is the Chief Financial Officer of Prime Focus Limited (PFL) and the face of Prime Focus for the financial community. He was the Company's first CFO, taking it public in 2006. In 2014, he took the role of Group Chief Operating Officer to identify new expansion opportunities, before returning to the position of CFO of the parent company, PFL. His role includes strategizing to enhance value for stakeholders.	He has more than 23 years of experience in Private Equity investments and M&A Consulting in India. More than 18 years' experience in direct investing roles with global private equity fund houses investing in Indian unlisted companies, both as minority / majority shareholding. He has also been in senior management positions in global investment houses, handling all aspects of the investment process. He has been associated with our Company from 2019.
Names of other Companies in which the person holds the directorship in other companies	1. Apptarix Mobility Solutions Private Limited (Subsidiary of Prime Focus Technologies Limited) 2. Little BO-Peep School Private Limited	One Point One Solutions Limited
Chairmanship / Membership of Committees in other companies	Nil	One Point One Solutions Limited <u>Chairman-</u> 1) Audit Committee 2) Nomination and Remuneration Committee

		3) Corporate Social Responsibility Committee <u>Member:-</u> Stakeholder's Relationship Committee
Remuneration last drawn by such person	Nil	Nil
Remuneration sought to be paid	Nil except Sitting Fees	Nil except Sitting Fees
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment.	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment.
Disclosure of Relationships between directors inter-se and Manager and other key Managerial Personnel of the Company	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the Company.	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the Company.
No. of shares held in the company as on the date of notice	59,798 equity Shares of Rs.10/- each.	Nil
The number of Meetings of the Board attended during the Financial Year 2022-23	4	3
Performance evaluation done or not	Yes	Yes

Route Map showing direction to reach the venue of the Annual General Meeting of the Company



9th Floor, 'True North', Plot no. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 93



Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U72200MH2008PLC179850

Name of the Company : Prime Focus Technologies Limited

Registered Office : True North, Plot No.63, Road No.13, opp. Hotel Tunga Paradise,
MIDC, Andheri –East, Mumbai-400093.

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No. / Client Id :

DP ID :

I/We, being the member(s) of shares of the above named company, hereby appoint:

1. Name:
Address:
E-mail Id:
Signature:, or failing him/her

2. Name:
Address:
E-mail Id:
Signature:, or failing him/her

3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on Friday, September 29, 2023 at 10:00 a.m. at the registered office of the Company at True North, Plot No. 63, Road No. 13, Opp.

Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai-400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon.

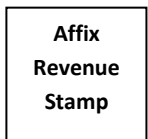
2. To appoint a Director in place of Mr. Nishant Fadia (DIN: 02648177), who retires by rotation and being eligible offers himself for re-appointment.

3. To re-appoint Mr. Bharat Dighe (DIN: 00203056), as an Independent Director of the Company for the second term of 5 (five) consecutive years, in terms of Section 149 of the Companies Act, 2013

Signed this day of 2023

Signature of Shareholder

Signature of Proxy holder



Note:

- a) Revenue Stamp to be affixed on this form.
- b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Registered Office: True North, Plot No. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC,
Andheri (East), Mumbai-400093.

(Please complete this Attendance Slip and hand it over at the entrance of the place of the
meeting)

Folio No. _____

Client ID No. _____

Name of the Shareholder/Proxy _____

Address _____

No. of shares held _____

I hereby record my presence at the 16th Annual General Meeting of the Company held on
Friday, September 29, 2023 at 10:00 a.m. at True North, Plot No. 63, Road No. 13, Opp. Hotel
Tunga Paradise, MIDC, Andheri (East), Mumbai-400093.

Signature of Shareholder/Proxy