



**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](http://www.primefocustechnologies.com)

**CIN:** U72200MH2008PLC179850

**NOTICE**

Notice is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of Prime Focus Technologies Limited ("**the Company**") will be held on Monday, December 09, 2024 at 02:00 p.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 business:

**SPECIAL BUSINESS:**

- 1. TO APPOINT M/S. M S K A & ASSOCIATES (FIRM REGISTRATION NUMBER 105047W), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY AND FIXATION OF THEIR REMUNERATION.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, including any statutory modification(s) or amendments thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for the appointment of M/s. M S K A & Associates (Firm Registration Number: 105047W), Chartered Accountants, as the Statutory Auditors of the Company for financial year 2024-25 to fill the casual vacancy caused due to resignation of Deloitte Haskins & Sells Chartered Accountants LLP (Firm Registration No. 117364W/W100739).

**RESOLVED FURTHER THAT** M/s. M S K A & Associates, shall conduct the statutory audit of the Company for the financial ending March 31, 2025 and shall hold office till the conclusion of next Annual General Meeting ("AGM") of the Company to be held in the year 2025 and the Board of Directors be and is hereby authorized to fix the remuneration may be mutually agreed upon between the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds and things, including but not limited to filing of the necessary forms with the Ministry of Corporate Affairs and issuance of appointment letter(s) as maybe required to give effect to this resolution.”

**2. TO CONSIDER AND APPROVE INCREASE IN THE LIMITS FOR INVESTMENTS, LOANS, GUARANTEES AND/OR SECURITY OF THE COMPANY UNDER SECTION 186 OF COMPANIES ACT, 2013**

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

**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with rules made thereunder as applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the provisions of Articles of Association, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any further investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of Rs. 500 Crores (Rupees Five Hundred Crores Only) in one or more tranches, over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or Mr. Mangesh Pathak or Mr. Shailesh Manohar (Authorized Signatory) be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby severally authorized to issue a certified copy of this resolution as and when required to any person or entity”.

**By Order of the Board of Directors**



A handwritten signature in blue ink, appearing to read "Nishant Fadia".

**Nishant Fadia**  
**Director**  
**DIN: 02648177**

**Place:** Mumbai

**Date:** November 14, 2024

**Registered Office:**

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

**CIN:** U72200MH2008PLC179850

**Website:** [www.primefocustechnologies.com](http://www.primefocustechnologies.com)

**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.**  
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) Documents referred to in the Notice (if any) 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.
- e) A route map showing directions to reach the venue of the EGM is given along with this notice as per the requirement of the "Secretarial Standards - 2" on General Meetings.
- f) Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
- g) 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.

**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**

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**Item No. 1:**

**TO APPOINT M/S. M S K A & ASSOCIATES (FIRM REGISTRATION NUMBER 105047W), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY AND FIXATION OF THEIR REMUNERATION.**

Deloitte Haskins & Sells Chartered Accountants LLP (Firm Registration No: 117364W/W100739) have vide their letter dated November 14, 2024 tendered their resignation as Statutory Auditors of the Company on account of the Management of the Company and the group wanting to align the Statutory Auditors of the Company with the auditors of the group to bring efficiencies in audit process from cost perspective for the year ending March 31, 2025.

As per the provisions of Section 139 and Section 140 of the Companies Act, 2013 read with the applicable provisions of the Companies (Audit and Auditor) Rules, 2014, in case of a casual vacancy caused by the resignation of the Statutory Auditor, such casual vacancy shall be filled by the Board of Directors within a period of thirty days and shall also be approved by the shareholders within a period of three months. Further an auditor appointed to fill such a casual vacancy shall hold office till the next Annual General Meeting of the Company.

The Board of Directors at its meeting held on November 14, 2024, pursuant to the recommendation of the Audit Committee, approved the appointment of M/S. M S K A & Associates (Firm Registration Number: 105047W) Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2024-25, subject to the approval of the shareholders of the Company at a General Meeting to be held within a period of three months.

The members are requested to consider and approve resolution set out in item no. 1 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution. The proposed resolution does not relate to or affect any other company.

**Item No. 2:**

**TO CONSIDER AND APPROVE INCREASE IN THE LIMITS FOR INVESTMENTS, LOANS, GUARANTEES AND/OR SECURITY OF THE COMPANY UNDER SECTION 186 OF COMPANIES ACT, 2013**

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 (the 'Act') and Rules made there under, it is required to obtain prior approval of shareholders by way of special resolution to be passed at the General Meeting, where the amount of investment, loan, guarantee or security proposed to be made exceeds 60% (sixty percent) of the paid up share capital, free reserves and securities premium account or 100% (one hundred percent) of free reserves and securities premium account of the Company, whichever is more.

Further, the subsidiaries/group companies of the Company may require financial support of the Company for their short term/ long term requirement of funds including on an episodic basis from time to time. Accordingly, it is proposed to seek the approval of the Members of the Company by way of a special resolution for an amount of upto Rs. 500 Crores (Rupees Five Hundred Crores) for making investment or providing loan, guarantee or security in excess of 60% (sixty percent) of the paid up share capital, free reserves and securities premium account or 100% (one hundred percent) of free reserves and securities premium account of the Company, whichever is more.

All the Board of Directors of the Company have approved the said resolution at their meeting held on November 14, 2024 to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of the limits as mentioned above, subject to approval of members of the Company.

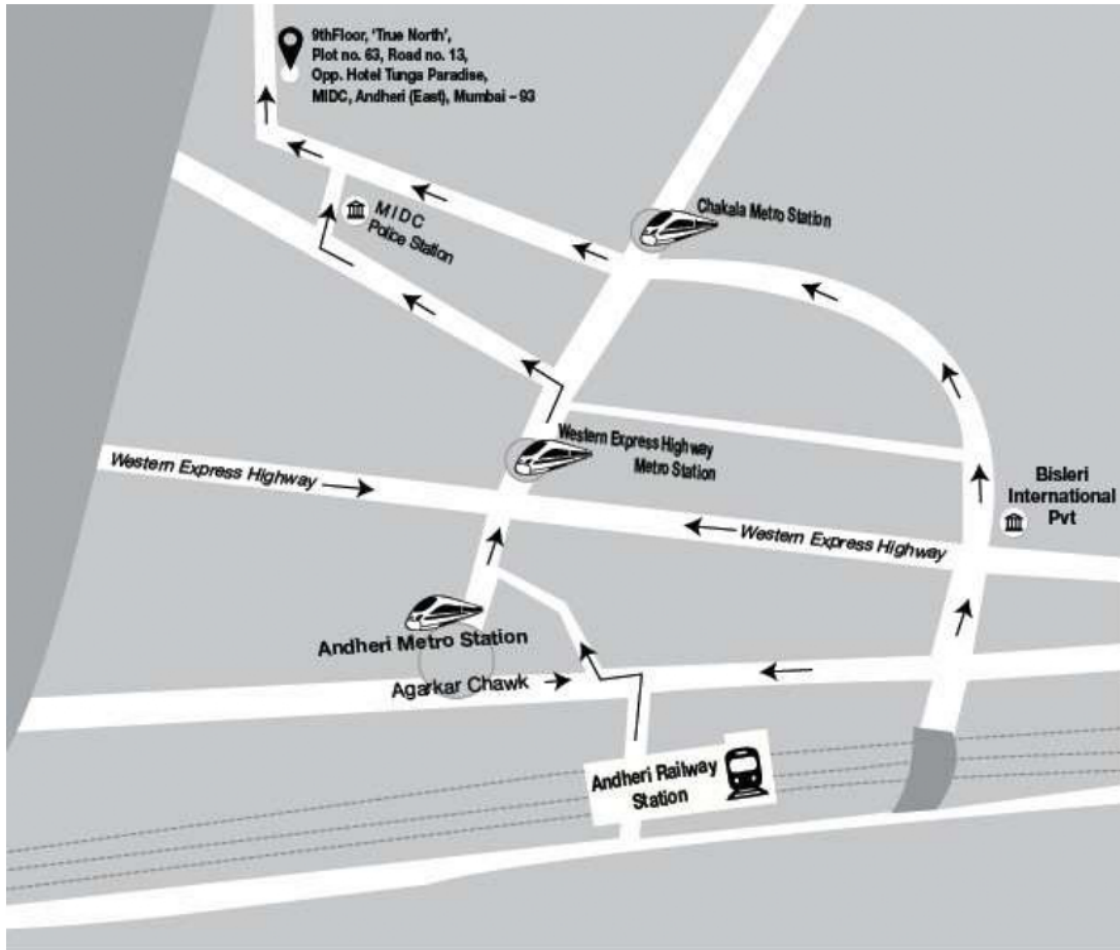
The members are requested to consider and approve resolution set out in item no. 2 of the Notice as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution. The proposed resolution does not relate to or affect any other company.

**Route Map showing direction to reach the venue of the 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 Extra-Ordinary General Meeting of the Company, to be held on Monday, December 09, 2024 at 02:00 p.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. APPOINTMENT OF M/S. M S K A & ASSOCIATES (FIRM REGISTRATION NUMBER: 105047W), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY AND FIXATION OF THEIR REMUNERATION.**

Signed this ..... day of ..... 2024

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 Extra- Ordinary General Meeting of the Company held on  
Monday, December 09, 2024 at 02:00 p.m. at True North, Plot No. 63, Road No. 13, Opp. Hotel  
Tunga Paradise, MIDC, Andheri (East), Mumbai-400093.

Signature of Shareholder/Proxy