PRIME FOCUS TECHNOLOGIES LIMITED

CIN: U72200MH2008PLC179850

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

NOTICE

Notice is hereby given that the **EIGHTEENTH ANNUAL GENERAL MEETING** of Prime Focus Technologies Limited ("**the Company**") will be held on Tuesday, September 30, 2025 at 10.00 am (IST) 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, 2025, 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, 2025 and the Report of Auditors thereon.

2. **To appoint a Director in place of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897), who retires by rotation and being eligible offers himself for re-appointment.**

3. **To appoint M/s. M S K A & Associates Chartered Accountants (Firm Registration Number: 105047W), a LLP as Statutory Auditors of the company for a period of 5 years upto 2029-30.**

By Order of the Board of Directors

Nishant Fadia
Non-Executive Director
DIN: 02648177

Place: Mumbai
Date: August 13, 2025
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. Ramakrishnan Sankaranarayanan, 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.

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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. Ramakrishnan Sankaranarayanan
DIN	02696897
Age	54 years
Date of Birth	October 14, 1970
Nationality	Indian
Qualifications	Engineer graduate and an MBA
Date of first appointment on the Board	April 01, 2008
Brief resume & Expertise in Specific Functional Areas	Mr. Ramakrishnan Sankaranarayanan is B.E, MBA and has a wide experience in performing technical, strategy, customer service, marketing, sales and general management roles in the IT industry. He has specific experience in deployment of technology within the Media & Entertainment sector.
Name of companies in which person holds the Directorships (Excludes Private Companies, Foreign Companies, Companies formed under Section 8 of the Companies Act 2013)	1. Prime Focus Motion Pictures Limited 2. GVS Software Private Limited 3. Prime Focus Production Services Private Limited 4. Apptarix Mobility Solutions Private Limited
Name of Companies in which person holds Memberships & Chairmanship of Committees	NIL
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution/Shareholders Resolution for appointment
Remuneration last drawn	Mr. Ramakrishnan Sankaranarayanan, Whole-Time Director of the Company is in receipt of Rs. 3,72,08,168/- (USD 4,40,125/-) as remuneration in his capacity as a CEO of Prime Focus Technologies Inc. (WoS-Subsidiary Company).
Details of remuneration sought to be paid	NIL
Number of meetings of the Board attended during the year 2024-25	2
Number of shares held in the Company as on the date of the Notice	2,21,602 equity Shares of Rs.10/- each
Disclosure of Relationships between directors inter-se and Manager and other key Managerial Personnel of the Company	None of the Directors, Manager, Key Managerial Personnel of the Company are related to Mr. Ramakrishnan Sankaranarayanan.

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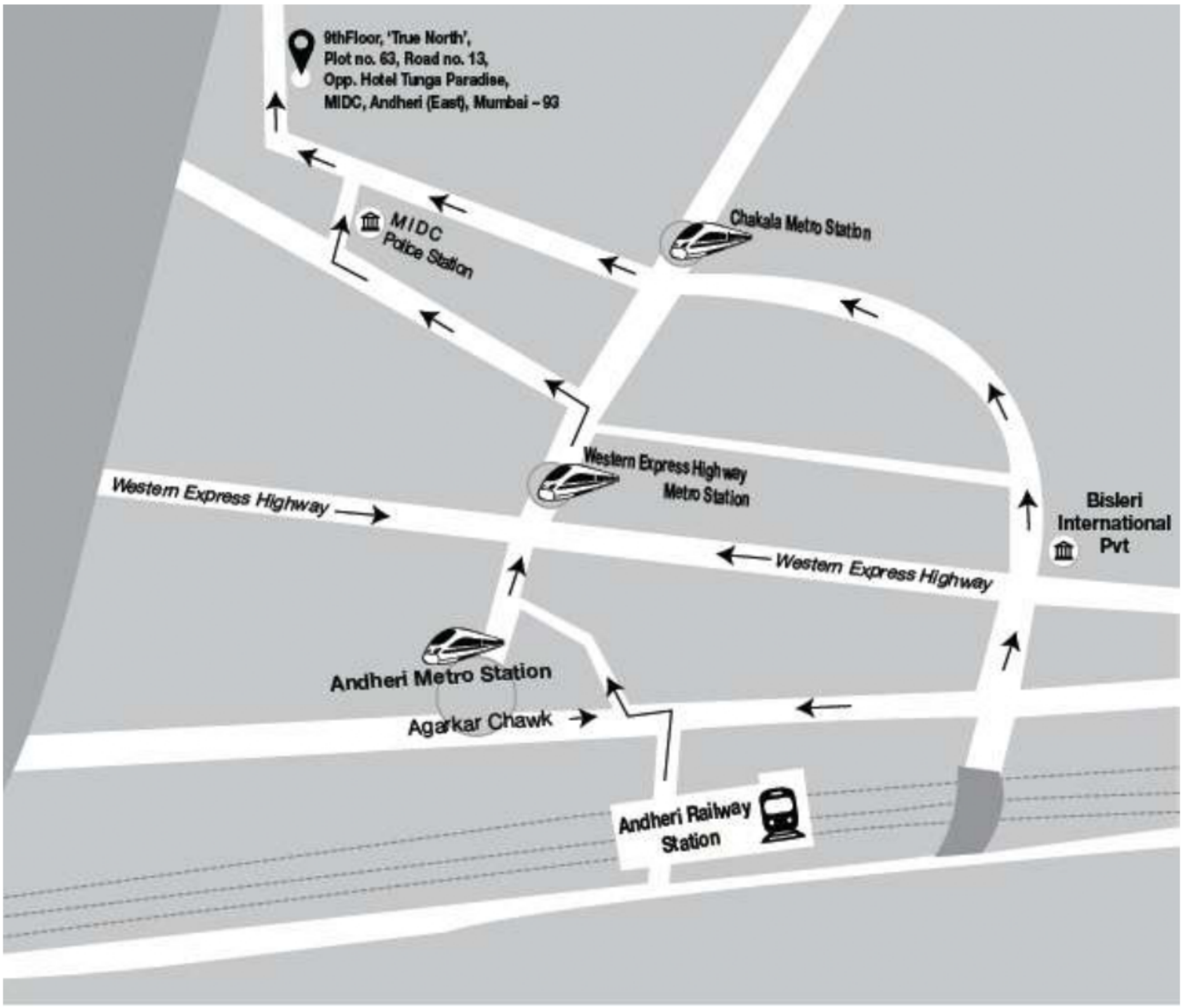
Route Map showing direction to reach the venue of the Annual General Meeting of the Company

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 18th Annual General Meeting of the Company, to be held on Tuesday, September 30, 2025 at 10.00 a.m (IST) 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, 2025, 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, 2025 and the Report of Auditors thereon.
2. **To appoint a Director in place of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897), who retires by rotation and being eligible offers himself for re-appointment.**
3. **To appoint M/s. M S K A & Associates, Chartered Accountants (Firm Registration Number: 105047W), a LLP as Statutory Auditors of the company for a period of 5 consecutive financial years upto 2029-30.**

Signed this ……… day of ………………………… 2025

Affix Revenue Stamp

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.

ATTENDENCE 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 18th Annual General Meeting of the Company held on Tuesday, September 30, 2025 at 10.00 a.m. (IST) at True North, Plot No. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 400093.

Signature of Shareholder/Proxy