



PRIME FOCUS
L I M I T E D

PRIME FOCUS LIMITED

TRANSCRIPT OF THE 27TH ANNUAL GENERAL MEETING OF PRIME FOCUS LIMITED HELD AT 12:30 P.M. (IST) ON MONDAY, SEPTEMBER 30, 2024 THROUGH VIDEO CONFERENCING

Parina Shah, Company Secretary:

A very good afternoon to each and every one of you. I Parina Shah, Company Secretary of your Company have a great pleasure in extending a warm and cordial welcome to all of you at the 27th Annual General Meeting (hereinafter referred to as “AGM”) of the Company which is being held through video conferencing, in compliance with the applicable provisions of the Companies Act, 2013 (the “Act”), as per the relevant Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Hope, all of you are safe & in good health and wish you all to stay that way.

Before I hand over the proceedings to Mr. Naresh Malhotra, the Chairman of the Company to declare the meeting open, I would like to highlight certain points:

1. The Company has made all efforts to enable the members to participate at the meeting through the video conferencing facility and vote electronically. The facility of joining the AGM through video conference is being made available to the Members on a ‘first come-first-serve’ basis.
2. The joining to this meeting is opened 15 minutes before the scheduled time of the commencement of the meeting, which is 12:15 p.m. Members are encouraged to join the meeting through their laptops and headphones for a better experience and use internet with a good speed to avoid any disturbance during the meeting. Participants connecting from mobile devices or tablets or through laptops connecting via a mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use a stable wi-fi or a LAN connection to mitigate any kind of aforesaid glitches.
3. Members attending the AGM through video conference are being counted for the purpose of reckoning the quorum under Section 103 of the Act and as per the MCA Circulars.
4. Subsequent to the relevant circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporate is entitled to appoint authorized representatives to attend the AGM through Video



PRIME FOCUS

L I M I T E D

Conference, other audio/video means on their behalf and participate and cast their votes through e-voting.

The Company had provided the facility to the members to cast their votes through remote e-voting which commenced on Thursday, September 26, 2024 from 9:00 a.m. (IST) to Sunday, September 29, 2024 till 5:00 p.m. (IST). Members who have not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by CDSL. The said facility will continue to be available for the next 15 minutes post conclusion of the Meeting.

5. In this meeting, there will be NO voting by show of hands and there will not be any proposer/ seconder for any Resolution placed for voting.
 6. All Members who have joined this meeting are, by default, placed on 'mute' mode by the 'host' to avoid any disturbance or inconvenience arising from the background noise and to ensure smooth and seamless conduct of meeting proceedings.
 7. The Company had provided facility to the members to register themselves as speakers for the AGM to ask any queries or questions during the Questions and Answers session. The Question and Answer session for the members who have registered themselves as speaker will open once all the resolutions set forth in the Notice are presented. The speaker may please keep their queries/ questions in brief. We will announce names of shareholders who have registered as 'speaker shareholders', one-by-one.
 8. During AGM, if a member faces any technical issues, he/she may contact the helpline no. mentioned in the notice of the AGM.
 9. To transact the business as mentioned in the notice, the members were provided an opportunity to inspect all documents referred to in the notice and explanatory statement by sending their requests to ir.india@primefocus.com till the continuation of the AGM.
- The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, have been made available electronically for inspection by the members during the continuation of the AGM. Members seeking to inspect such documents can send their requests to ir.india@primefocus.com.
10. The registered office of the Company situated at Mumbai shall be deemed as the venue for this AGM.



PRIME FOCUS

L I M I T E D

In case there is any connectivity issue for the Chairman, as per the decision of our Board of Directors, Mr. Samu Devarajan or Ms. Pooja Sood will conduct rest of the proceedings of the Meeting.

Before we start the proceedings of the meeting, I welcome the Board of Directors of the Company present by video conferencing to the 27th Annual General meeting and would like to introduce them for the benefit of the Members.

Mr. Naresh Malhotra, Chairman and Whole-Time Director, Mr. Samu Devarajan and Ms. Pooja Sood, the Independent Directors of the Company are present at this meeting through video Conference.

Mr. Nishant Fadia, Chief Financial Officer (CFO) and the representatives of Statutory Auditors and Secretarial Auditors are also present at this meeting through Video Conference.

Mr. Mehul Raval, Practicing Company Secretary, is also present at this meeting who shall act as the scrutinizer for this meeting and scrutinize the e-voting process in a fair and transparent manner.

I now call on the Board Members and the CFO who are on video conference to introduce themselves.

Mr. Naresh Malhotra

Good Afternoon, I Naresh Malhotra, Chairman and Whole-time Director of the Company, am attending this Meeting by video conference from Mumbai.

Mr. Samu Devarajan

Good Afternoon, I am Samu Devarajan, Independent Director of the Company. I am attending this Annual General Body Meeting from my home office in Bengaluru. I serve as Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee Meeting. I wish you all very best, stay well, thank you.

Ms. Pooja Sood

Good Morning, I am Pooja Sood, Independent Director of the Company. I am attending this Annual General Body Meeting from London. I wish you all very best, stay well, thank you.



PRIME FOCUS
L I M I T E D

Mr. Nishant Fadia

Good Afternoon, I am Nishant Fadia, Chief Financial Officer of the Company and I am attending meeting from Mumbai.

Parina Shah, Company Secretary

With this, I now hand over the proceedings to the Chairman Sir. Thank you.

Mr. Naresh Malhotra, Chairman & Whole-Time Director

I welcome all the shareholders to the 27th Annual General Meeting of the Company which is being held through Video Conferencing as per the relevant circulars issued by MCA and SEBI. As our Company, completed 27 years of growth and success in the industry, on behalf of Board of Directors and everyone at Prime Focus Limited I would like to thank all our members and stakeholders for their trust and confidence that have placed and look forward for their continued support to us.

Mr. Namit Malhotra, Mr. K R Srinivasan, Mr. Bharat Dighe and Mrs. Hemalatha Thiagarajan could not attend this meeting due to pre-occupation.

As requisite quorum is present, I now call the Meeting in order.

The Report of Board of Directors, the Financial Statements for the Financial Year ended March 31, 2024 and the notice convening this AGM has already been circulated to the members electronically and with your permission be taken as read. The Members are also informed that, there are 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 are not required to be read out.

We have eleven resolutions for approval in this AGM as stated in the Notice of the AGM.

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of Auditors thereon.



PRIME FOCUS

L I M I T E D

Parina Shah, Company Secretary

Mr. Naresh Malhotra, Chairman of the Company, being interested, will vacate the Chair and entrust Mr. Samu Devarajan, an Independent Director to preside over meeting and conduct the proceedings in respect of Item no. 2 with the consent of the Members present. Now, I handover the proceedings to Mr. Samu Devarajan.

Mr. Samu Devarajan

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

Parina Shah, Company Secretary

Now, I request Mr. Naresh Malhotra, to resume the chair and continue with the proceedings of the Meeting.

Mr. Naresh Malhotra, Chairman & Whole-Time Director

3. To appoint Ms. Pooja Sood (DIN: 10590404) as an Independent Woman Director of the Company.
4. To appoint Mr. Bharat Dighe (DIN: 00203056) as an Independent Director of the Company.
5. To approve material related party transaction(s) between the Company and certain identified Related Parties of the Company.
6. 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.
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.
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.
9. To approve material related party transaction(s) between Double Negative Canada Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company.



PRIME FOCUS
L I M I T E D

10. To approve material related party transaction(s) between DNEG S.A.R.L., a subsidiary of the Company and certain identified Related Parties of the Company.
11. To approve material related party transaction(s) between DNEG North America, Inc., a subsidiary of the Company and certain identified Related Parties of the Company.

With this, I request the Company Secretary for further proceedings of the meeting.

Ms. Parina Shah, Company Secretary

Thank you Sir, I would now like to start with the questions and answer session of the speaker shareholders.

I would now call names of the speaker shareholders one by one and request the CDSL team to promote and allow them to ask their questions in the session.

Request the CDSL team to please promote Mr. Naresh Ratilal Kachalia

Moderator: Ma'am, he is not present.

Ms. Parina Shah, Company Secretary

Mr. Rajendra Jamnadas Sheth

Moderator: Hello, Mr. Rajendra Sheth you can speak. You are unmuted, you can speak. He is not responding and he is not unmuting himself.

Ms. Parina Shah: Okay, no problem we will move to next speaker.

Ms. Parina Shah, Company Secretary

Mr. Vinod Motilal Agarwal

Mr. Vinod Motilal Agarwal

Good afternoon to everyone. In today's AGM, the revenues of last year were lesser than the revenue in the previous year. The performance also has been a little muted due to the previous year. I think so one of our subsidiaries has not been able to do well. They reported the 275 crores loss. Otherwise the company was doing well and DNEG has been doing well. We've got a lot of awards in Emmy and Visual Effect division and you're also part of the Bollywood and Hollywood. Team has shown all the pictures on the page Ten and eleven of the Bollywood and Hollywood. Now we have co-produced Bramashtra, Ramayana and Garfield which are marvellous animated movies. We also onboarded Mr. Jim Burkey and Jake Morrison to the DNEG team. I'm sure the company will come



PRIME FOCUS

L I M I T E D

back to profits and in the near future, the losses will get wiped out and I wish the company all the best. I am thanking you for giving me time, the EPS was minus 16 against the plus in the previous year, but times can change sometimes the times are good, sometimes the times are not bad and they are tough, so we'll come out of the tough times and we'll make more profits in the future. Thank you.

Ms. Parina Shah, Company Secretary

Next speaker Mr. Jehangir Rohinton Batiwala

Moderator: Ma'am, he is not present.

Ms. Parina Shah, Company Secretary

Mr. Freeman John Rodrigues

Mr. Freeman John Rodrigues

Very good afternoon to everyone. I have a couple of questions and I would appreciate if your management can provide their reviews on the past performance of the company. That the last year, there was some strike in the Hollywood and that impacted, but would just like to know their views on that one. And what is the business outlook for the next twelve months? Yeah, can company management provide us what is the Roadmap for growth over the next two, three years. Since we are a technology company, there is, there has been a lot of changes happening with the AI and ML. So just would like to know what are the pros and cons or what are the negatives and positives for the company and would also like to know, what would be the threat to the company from the emerging technologies. So I just want that view on this particular and company has been talking about the debt restructuring plan for quite a long time and we have been promised that the debt of the Prime Focus will reduce, but it has not in fact the data has increased. So we'd just like to know what are the steps company is taking to make the company debt free and what would be and what is the time frame? Another point I want to, point out is, the company has a very high depreciation charges. I believe there are somewhere around 400 crore rupees that goes into depreciation and around another 400 into the interest cost. Since we are a service company, we are just providing services to the Studios. So why are the depreciation charges so high? And what are the steps taken to reduce those depreciation charges? And last two questions, one is related to the co-production. So, just would like to know what are the company's plan regarding the co-production the company has produced a movie like Bramashtra and company has also produced a movie called Garfield. So I just wanted to know whether this ventures were profitable and how much risk is the company going to take for the co-production business. Thank you. Thanks a lot.

Ms. Parina Shah:



PRIME FOCUS

L I M I T E D

Thank you sir, we will respond to all the questions at the end. Next speaker Mr. Dinesh Gopaldas Bhatia.

Moderator: Mr. Dinesh, please unmute and speak, he is not responding and he is not unmuting himself.

Ms. Parina Shah: okay, no problem we will move to next speaker, Mr. Rajendra Jamnadas Sheth

Mr. Rajendra Jamnadas Sheth:

Chairman Sir, Management, I Rajendra Jamnadas Sheth from Maharashtra. Our company is working very good. I thank management and can you please inform us about the growth and revenue and how will we go forward. Secretarial team is also working good and I would like to thank them to allowing me to speak. Thank you.

Ms. Parina Shah: Thank you sir.

Now, I will call the last speaker i.e. Mr. Khush Morakhia

Moderator: Ma'am, he is not present.

Ms. Parina Shah, Company Secretary

I would request Mr. Nishant Fadia, CFO of the Company to reply on the questions.

Mr. Nishant Fadia, CFO

Good afternoon, everybody. Thank you for attending the meeting and I'll try to address your questions which were put forth by the various shareholders. I think just to start with, you know, last year FY 24 was a poor year for us in terms of our business from the Hollywood side because the actors and writers strike was there for a large part of the year, which adversely impacted revenues across the Industry not only us, but obviously we were impacted as well, that led to a lower profitability.

Some shareholders has pointed out from a debt resolution perspective I heard the question and you know we have done two rounds of equity. One is in September last year where Novatar capital actually converted its debt into equity. And then we did another round of equity via the United Al Saqer Group taking an equity position in DNEG very recently as in July 2024. So that those two rounds of equity will go a long way towards reducing our debt. Apart from that obviously we continue to shore up, all possible ways in which we can conserve cash and bring down our costs, which also we've been in the light of the strikes, we have managed to do. I would say relatively quickly and that will show in the coming quarters.



PRIME FOCUS

L I M I T E D

I think the other question was regarding co-production of movies. So we've done three or four, co-production so far, one was from Bramashtra, you know, where the movie did well, the most latest one being Garfield where we obviously made our services revenue, but also got a very, very good return on our equity commitment into that project. We have two or three more projects lined up like Angry Birds and Animal Friends apart from obviously Ramayana which is being sort of, which is a big visual effects practical which we are working on currently.

One of the other questions was depreciation and why is it so high. It's important to understand that, we are in business of services, the technology, which goes behind producing these services is expensive and is a very integral part of what we do, and hence that kind of Capex over the years maintaining, 8000 to 10000 people at any given point is not without its related Capex. So that depreciation stems from that although we feel that going forward the depreciation will be on a steady state because we don't expect any big Capex amounts which are out of the ordinary more like maintenance Capex to just make sure that facilities across the world are current.

The other question regarding the impact of changing technology and how AI or would impact the business. So right now obviously we have our own, tech platform called Bramaha, apart from what PFT has been doing for so long, which is also now, you know, being driven a lot by AI. Now we do see that AI is evolutionary revolutionizing processes across, you know, just not our industry but across multiple industries. And we believe that we can use it to our advantage going forward in many of the processes which we do. So we look at it as a good, positive impact and I think the next two to three, maybe five years, we'll really know how, this pans out, but from where we sit currently, it's a very positive development for us and we believe we can harness the power of AI to grow the business further.

I think the growth roadmap is something which everybody asked about. You know, we had COVID as a pandemic, but then like I said, the writers and actor strike was a pandemic only for our industry. FY 24 as is pointed out has been soft. FY 25, we are seeing the industry come back. Though not at the same rate we would like for FY 25 as well, we are certainly doing, we can certainly see the things coming back on track, but I think, you know, FY 26 will be a real you know a great twelve month run for us where things are back to normal and we'll be able to put our best foot forward and that's sort of an update from my side on various points which were asked and talked about. If any shareholders feel that there's more they would like to discuss, please do reach out to the Secretarial team, Thanks.

Ms. Parina Shah, Company Secretary

Thank you Nishant. I thank the shareholders for their valuable suggestions, comments and for showing a keen interest in the operations of the Company. In case of any further questions, shareholders can write to the Company at ir.india@primefocus.com and the same will be duly responded.



PRIME FOCUS

L I M I T E D

The Company had provided to the shareholders, the facility to cast vote through remote e-voting and e-voting at the AGM through a system/platform administered by Central Depository Services (India) Limited (“CDSL”). Remote e-voting period commenced from Thursday, September 26, 2024 at 9:00 a.m. (IST) and ended on Sunday, September 29, 2024 at 5:00 p.m. (IST).

Now, I would request the Members who have not yet cast their vote by remote e-voting to cast their vote on the e-voting platform. As the meeting is convened through VC today, resolutions set out in the Notice of AGM have already been put to vote through remote e-voting or e-voting and the requirement to propose and second is not applicable. The Shareholders are informed that the e-voting facility would remain open for the next 15 minutes to cast votes through e-voting, after which the meeting will stand closed.

The consolidated voting results would be announced within the statutory timelines as prescribed from the conclusion of this Meeting after considering the e-voting done today by members participating in this AGM and also the remote e-voting already done by certain members and the same would be intimated to the Stock Exchanges and uploaded on the website of the Company and CDSL.

I thank the shareholders for attending the Meeting and for their continued support and co-operation in the smooth conduct of the Annual General Meeting. I also thank the Directors for joining the Meeting remotely.

With your consent, I and the other Board members would take your leave. I request all Shareholders to stay safe and stay healthy. Thank You.

Directors: Thank you very much, have a good day.