

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 29/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	50.15
2	J	Information and communication	J3	Motion picture, video and television programme production, sound recording	26.82
3	J	Information and communication	J8	Other information & communication service activities	23.03

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 41

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	PRIME FOCUS TECHNOLOGIES	U72200MH2008PLC179850	Subsidiary	73.21
2	PRIME FOCUS PRODUCTION SE	U52392MH2008PTC179538	Subsidiary	100
3	PRIME FOCUS MOTION PICTUR	U92120MH2008PLC186091	Subsidiary	100
4	GVS SOFTWARE PRIVATE LIMIT	U72100MH2007PTC174803	Subsidiary	100
5	DNEG INDIA MEDIA SERVICES L	U70100MH2006PLC160748	Subsidiary	100
6	PF INVESTMENTS LIMITED		Subsidiary	100
7	PF WORLD LIMITED		Subsidiary	100
8	PF OVERSEAS LTD		Subsidiary	100
9	PF MEDIA LIMITED		Subsidiary	100
10	DNEG S.A.R.L (Formerly known		Subsidiary	100
11	PRIME FOCUS 3D COOPERATIE		Subsidiary	100
12	PRIME FOCUS WORLD N.V.		Subsidiary	93.54
13	PRIME FOCUS INTERNATIONAL		Subsidiary	100
14	JAM8 PRIME FOCUS LLP		Joint Venture	51
15	DNEG NORTH AMERICA, INC.		Subsidiary	100
16	DOUBLE NEGATIVE HOLDINGS		Subsidiary	100
17	VEGAS II VFX LTD		Subsidiary	100
18	PRIME FOCUS TECHNOLOGIES		Subsidiary	100
19	PRIME FOCUS TECHNOLOGIES,		Subsidiary	100
20	PRIME FOCUS MEDIA UK LIMIT		Subsidiary	100
21	LOWRY DIGITAL IMAGING SER		Subsidiary	100
22	DOUBLE NEGATIVE LIMITED		Subsidiary	100
23	DOUBLE NEGATIVE SINGAPOR		Subsidiary	100
24	DOUBLE NEGATIVE CANADA P		Subsidiary	100
25	DOUBLE NEGATIVE FILMS LIMI		Subsidiary	100

26	PRIME FOCUS TECHNOLOGIES		Subsidiary	100
27	DAX CLOUD ULC		Subsidiary	100
28	PRIME POST (EUROPE) LIMITED		Subsidiary	100
29	INCAMERA LIMITED		Associate	50
30	DOUBLE NEGATIVE HUNTSMAI		Subsidiary	100
31	PRIME FOCUS ACADEMY OF M	U74110MH2016PTC281032	Subsidiary	100
32	DNEG PLC		Subsidiary	100
33	DOUBLE NEGATIVE LA LLC		Subsidiary	100
34	DOUBLE NEGATIVE MONTREAL		Subsidiary	100
35	APPTARIX MOBILITY SOLUTION	U72200KA2012PTC064731	Subsidiary	100
36	PRIME FOCUS MEAD FZ LLC		Subsidiary	100
37	DOUBLE NEGATIVE TORONTO		Subsidiary	100
38	DNEG BULGARIA EOOD		Subsidiary	100
39	DOUBLE NEGATIVE HUNGARY		Subsidiary	100
40	DNEG AUSTRALIA PTY LTD		Subsidiary	100
41	DNEG SPAIN, S.L.		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	450,500,000	299,536,644	299,536,644	299,536,644
Total amount of equity shares (in Rupees)	450,500,000	299,536,644	299,536,644	299,536,644

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				

Number of equity shares	450,500,000	299,536,644	299,536,644	299,536,644
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	450,500,000	299,536,644	299,536,644	299,536,644

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	20	299,536,624	299,536,644	299,536,644	299,536,644	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	20	299,536,624	299536644	299,536,644	299,536,644	

Preference shares

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

407,421,249

(ii) Net worth of the Company

12,650,728,841

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	77,101,646	25.74	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	132,445,882	44.22	0	
10.	Others	0	0	0	
	Total	209,547,528	69.96	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,743,740	3.59	0	
	(ii) Non-resident Indian (NRI)	295,798	0.1	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	1,000	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others LLP, Clearing Members, Fore	78,948,578	26.36	0	

	Total	89,989,116	30.05	0	0
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Total number of shareholders (other than promoters)

10,293

**Total number of shareholders (Promoters+Public/
Other than promoters)**

10,296

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	10,516	10,293
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	20.77	4.97
B. Non-Promoter	0	6	0	5	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	5	0	4	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	0	1	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	8	1	7	20.77	4.97

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NAMIT NARESH MALH	00004049	Director	14,900,000	
NARESH MAHENDRAM	00004597	Whole-time directo	62,201,646	
SRINIVASAN KODI RA	00012449	Director	0	
DEVARAJAN SAMU	00878956	Director	0	
RAMAKRISHNAN SANI	02696897	Director	50	30/05/2023
PADMANABHA GOPAL	02722981	Director	0	30/05/2023
HEMALATHA THIAGAF	07144803	Director	0	
VIBHAV NIREN PARIKH	00848207	Director	0	
NISHANT AVINASH FA	AAAPF1511D	CFO	100,000	
PARINA NIRAV SHAH	AYRPS0050M	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VIBHAV NIREN PARIKH	00848207	Additional director	01/07/2022	APPOINTMENT
VIBHAV NIREN PARIKH	00848207	Director	07/08/2022	CHANGE IN DESIGNATION
UDAI DHAWAN	03048040	Director	30/06/2022	CESSATION
RIVKARAN SINGH CHA	00308288	Director	14/11/2022	CESSATION
NARESH MAHENDRAM	00004597	Whole-time directo	30/09/2022	RE-APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2022	10,766	80	77.83

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	9	8	88.89
2	30/06/2022	9	3	33.33
3	12/08/2022	9	6	66.67
4	14/11/2022	9	6	66.67
5	14/02/2023	8	4	50
6	22/02/2023	8	3	37.5

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2022	4	4	100
2	Audit Committee	30/06/2022	4	2	50
3	Audit Committee	12/08/2022	4	2	50
4	Audit Committee	14/11/2022	4	2	50
5	Audit Committee	14/02/2023	3	2	66.67
6	Nomination & I	27/05/2022	4	4	100
7	Nomination & I	30/06/2022	4	2	50
8	Nomination & I	12/08/2022	4	2	50
9	Corporate Soc	27/05/2022	3	3	100
10	ESOP Compet	30/06/2022	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2023
								(Y/N/NA)
1	NAMIT NARE	6	2	33.33	0	0	0	No
2	NARESH MAH	6	6	100	8	8	100	Yes
3	SRINIVASAN	6	3	50	13	7	53.85	No
4	DEVARAJAN	6	4	66.67	15	10	66.67	Yes
5	RAMAKRISHN	6	3	50	3	2	66.67	Not Applicable
6	PADMANABH	6	3	50	8	4	50	Not Applicable
7	HEMALATHA	6	2	33.33	0	0	0	No
8	VIBHAV NIRE	4	4	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	NARESH MAHEND	Chairman and W	16,679,096	0	0	0	16,679,096
	Total		16,679,096	0	0	0	16,679,096

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	NISHANT AVINASH	Chief Financial C	5,886,744	0	0	0	5,886,744
2	PARINA NIRAV SH	Company Secre	3,398,664	0	0	0	3,398,664
	Total		9,285,408	0	0	0	9,285,408

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SRINIVASAN KODI	Independent Dir	0	0	0	60,000	60,000
2	DEVARAJAN SAMU	Independent Dir	0	0	0	80,000	80,000
3	PADMANABHA GO	Independent Dir	0	0	0	60,000	60,000
4	HEMALATHA THIA	Independent Dir	0	0	0	40,000	40,000
5	UDAI DHAWAN	Non-Executive D	0	0	0	0	0
6	RIVKARAN SINGH	Independent Dir	0	0	0	60,000	60,000
7	NAMIT NARESH M	Non-Executive D	0	0	0	0	0
8	RAMAKRISHNAN S	Non-Executive D	0	0	0	0	0
9	VIBHAV NIREN PA	Non-Executive D	0	0	0	80,000	80,000
	Total		0	0	0	380,000	380,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf Form No MGT- 8 - PFL-2023_Signed.pdf Addendum To Point IX.pdf DETAILS OF RESOLUTIONS PASSED TH

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company