PRIME FOCUS
LIMITED

September 5, 2018

To,	**To,**
The National Stock Exchange of India	**BSE Limited**
Listing Department,	Listing Department,
Exchange Plaza, Bandra Kurla Complex,	Phiroze Jeejebhoy Towers
Bandra East,	Dalal Street
Mumbai – 400 051	Mumbai – 400 001
Fax Nos.: 26598237/26598238	Fax Nos.:22723121/2037/2039

Sub: <u>Notice of 21st Annual General Meeting</u>
Ref: <u>NSE Code: PFOCUS / BSE Code: 532748</u>

Dear Sirs,

We hereby write to inform that the 21st Annual General Meeting of the Company is scheduled to be held on Friday, September 28, 2018 at 9th Floor, 'True North', Plot No. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093 at 10.30 a.m.

We hereby enclose the Notice of Twenty First General Meeting.

Kindly acknowledge the receipt and take the same on records.

Thanking You,

Yours Faithfully,
For Prime Focus Limited

Parina Shah

Parina Shah
Company Secretary

PRIME FOCUS LTD.

Encl: As above

PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Opp. CITI Bank, Linking Road, Khar (West), Mumbai- 400052
Tel: +91 22 6715 5000, **Fax:** +91 22 6715 5001
Website: www.primefocus.com; **Email Id:** ir.india@primefocus.com
CIN: L92100MH1997PLC108981

NOTICE

NOTICE is hereby given that the **TWENTY-FIRST ANNUAL GENERAL MEETING** of **Prime Focus Limited** will be held on **Friday, September 28, 2018 at 10.30 a.m.** at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 400093, to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt**
   (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Board of Directors and Auditors thereon.
   (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 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.**

SPECIAL BUSINESS

3. **Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis**

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

   "RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, pursuant to provisions of Securities and Exchange Board of India ("SEBI") (Issue and Listing of Debt Securities) Regulations, 2008, (including any statutory modification or re-enactment thereof for the time being in force as amended from time to time) and other applicable SEBI regulation and guidelines, in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, sanctions, consents and/or permissions of the Reserve Bank of India ("RBI"), SEBI, the Stock Exchange(s) and/or such other appropriate statutory and governmental authorities, institutions or bodies, as the case may be, and such other approvals, permissions and sanctions, as may be necessary, including the approval of any lenders of the Company and further subject to such terms, conditions, modifications as may be prescribed or imposed while granting such approvals, permissions and/or sanctions and as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall deem to include any Committee thereof), the approval of the Members be and is hereby granted to the Board of Directors for making offer(s) or invitation(s) to subscribe to the issue of Secured / Unsecured Non-Convertible Debentures/ Redeemable Non-Convertible Debentures including but not limited to subordinate Debentures, bonds and/or debt securities, etc., on a private placement basis, in one or more series/tranches so that the aggregate amount does not exceed ₹ 500 Crores (Rupees Five Hundred Crores only) within the overall borrowing limits of the company, which may be listed on BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") or any recognized Stock Exchange(s) and as per the terms and conditions as contained in the Information Memorandum prepared in accordance with the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, to any eligible person, including Qualified Institutional Buyers, Foreign/Resident Investors, one or more companies, bodies corporate(s), statutory corporations, lending agencies, financial institutions/ Banks, insurance companies, mutual funds, venture capital funds, pension / provident funds, individuals and/or trustees, Foreign Institutional Investors, as the case may be or such other person / persons (collectively referred to as "Investors") as the board of directors of the company (including committees thereof) may determine and consider proper and most beneficial to the company including rate of interest.

   RESOLVED FURTHER THAT for the purpose of giving effect to Private Placement of Secured / Unsecured Non-Convertible Debentures, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the debentures are to be allotted, the number of debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/ discount to the then prevailing market price, amount of issue, discount to issue price to a class of debenture holders, listing, issuing any declaration / undertaking, utilisation of the issue proceeds etc. and all matters connected with or incidental thereto required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force and to do all such acts, deeds and things and give such directions and further to execute such documents, deeds, instruments and writings as may be deemed necessary, proper, desirable or expedient to give effect to this resolution."

4. **Payment of Remuneration to Mr. Naresh Malhotra (DIN:00004597), Whole-time Director of the Company for the period of two years w.e.f. April 01, 2018 till March 31, 2020**

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

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members be and is hereby accorded for the payment of remuneration of ₹ 1,20,00,000/- p.a. (Rupees One Crore Twenty lakhs) to Mr. Naresh Malhotra (DIN: 00004597), Whole-time Director of the Company w.e.f. April 01, 2018, for the remainder of his term until March 31, 2020;

   RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution passed by the Members at the Seventeenth Annual General Meeting dated December 24, 2014 with respect to the re-appointment of Mr. Naresh Malhotra, as Whole-Time Director of the Company, shall continue to remain in full force and effect;

   RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, during the term of employment of the Whole-time Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by the relevant Statutory Authority, as may be required, the remuneration payable to the Whole-time Director shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed under the Companies Act, 2013 ("Act") from time to time in this respect;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly authorised Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Naresh Malhotra as Whole-Time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."

5. **Appointment of Mr. Anand Natarajan (DIN: 00061109) as a Non-Executive Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provision of Section 152, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anand Natarajan (DIN: 00061109), who was appointed as an Additional Director (Nominee on behalf of Reliance MediaWorks Financial Services Private Limited) of the Company at the Board meeting held on May 30, 2018 who holds office upto the date of ensuing general meeting and in respect of whom the company has received a notice in writing from a member under section 160 of the companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Continuation of Directorship of Mr. G. P. Aiyar (DIN: 02722981), Independent Non- Executive Director who has attained the age of Seventy Five years**

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

"RESOLVED THAT pursuant to the applicable provisions of section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) ("The Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 notified on May 09, 2018, consent of the Members be and is hereby accorded for continuing the Directorship of Mr. G P Aiyar (DIN: 02722981), who was re-appointed as independent director of the company for a period of 5 years at Annual General Meeting held on December 24, 2014 till conclusion of 22nd Annual General Meeting by way of special resolution and who has already attained the age of 75 (seventy five) years, for the remaining period of his existing term of directorship as independent director of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.".

7. **Approval of Extension of exercise period under PFL – ESOP Scheme 2014**

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

"RESOLVED THAT pursuant to provisions of Regulation 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the **"SEBI SBEB Regulations"**) for the time being in force and as may be modified from time to time, Section 62(1)(b) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, as amended and the rules prescribed thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the **"Act"**), and other rules, regulations and guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable, subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions (collectively referred herein as the **"Applicable Laws"**) and pursuant to the terms of the PFL Employees Stock Option Scheme 2014' (**"ESOP 14"**), approval of the shareholders of the Company, be and is hereby accorded to amend the ESOP 14 for increasing the period for exercise of the options vested under the ESOP 14, from **2 years to 5 years** from the relevant 'Vesting Date' (as defined under the ESOP 14), being a variation of terms not detrimental but beneficial to the interest of the employees, such that the existing definition of the term "Exercise Period" under Clause 3.13 of ESOP 14 be deleted and be substituted by the following definition:

"Exercise Period" means a period of 5 years from the relevant Vesting Date within which the Vested Options can be exercised";

RESOLVED FURTHER THAT the aforesaid extension of exercise period shall apply to such employees and in such manner as the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee, including the Committee (as defined under the ESOP 14) which the Board has constituted in terms of the ESOP 14, for administration and superintendence thereof, to exercise its powers, including the powers, conferred by this resolution) may determine in terms of ESOP 14 and subject to the compliance with the Applicable Laws.

RESOLVED FURTHER THAT the Board and the Committee, be and are hereby authorized to do all such acts, deeds, and things, and execute all such deeds, documents and instruments, as may be required, or desirable for the effective implementation of this resolution and the ESOP 14, including making the necessary filings or submissions with any stock exchange(s), or any other authority or agency for the purpose of giving effect to this resolution and the foregoing resolutions and to settle all such questions, remove any difficulties or doubts whatsoever that may arise from time to time and take all such steps and decisions in this regard."

By Order of the Board of Directors

Parina Shah
Company Secretary

Mumbai, August 14, 2018
Registered Office:
Prime Focus House, Linking Road,
Opp. Citi Bank, Khar West,
Mumbai – 400 052

NOTES:

1. The relevant Explanatory Statement pursuant to Section102(1) of the Companies Act, 2013 ('Act'), in respect of the Special Business under Item Nos. 3 to 7 set out above and details as required under Regulation 36 of the **SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('SEBI Listing Regulations')**, entered with the Stock Exchanges and Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking appointment or re-appointment or continuation of appointment or fixation of remunerations at this Annual General Meeting is annexed hereto.
2. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on December 24, 2014.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Members holding more than 10%(ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other person or shareholder. If a proxy is appointed for more than 50 members, he shall choose any fifty members and confirm the same to the Company before the commencement of inspection period. In case if the proxy fails to do so the Company shall consider only the first fifty proxies received as valid.

   The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form is annexed with this Notice. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
4. In case of joint holders attending the Meeting, whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).

6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company/ Registrar and Share Transfer Agents.

8. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 has decided that Securities of listed Companies can be transferred only in dematerialised form which shall come into force on the One hundred and eightieth day from June 08, 2018. i.e. on or before December 05, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

9. (a) Pursuant to Section 101 and Section 136 of the Act read with Companies (Management and Administration) Rules, 2014, Regulation 36 of SEBI Listing Regulations and SS-2, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in physical form, who have not registered their email address with the Company, are requested to submit their request with their valid email address to the Registrar and Share Transfer Agents of the Company. Members holding shares in demat form are requested to register/update their email address with their Depository Participant directly.

   (b) To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

10. Members may also note that the Annual Report for the financial year 2017-18 and the Notice of the 21st Annual General Meeting will also be available on the website of the Company i.e. www.primefocus.com.

11. The Annual Report for the financial year 2017-18, the Notice of the 21st Annual General Meeting and all documents referred to in the Notice and the Explanatory Statements are open for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturday and National Holidays up to the date of the Annual General Meeting.

    The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of contracts or arrangements in which the Directors are interested under section 189 of Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the securities and Exchanges Board of India (Share Based Employee Benefits) regulations, 2014 are available for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays and National Holidays up to the date of the Annual General Meeting.

12. Members are requested to:

    a) intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the Registrar and Share Transfer Agents i.e. Link Intime India Private Limited, for shares held in physical form.

    b) quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.

    c) make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

13. Non-Resident Indian members are requested to inform the Registrar and Share Transfer Agents i.e. Link Intime India Private Limited immediately on:

    a) the change in residential status on return to India for permanent settlement; and

    b) the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.

14. The Members/Proxies are requested to bring the attendance slip duly completed and signed mentioning there in details of their DP ID and Client ID/ Folio No.

Information and other instructions relating to e-voting are as under:

15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and SS – 2, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by **CDSL**, on all the resolutions set forth in this Notice.

16. The Board of Directors has appointed Ms. Shilpa Ray of Shilpa Ray & Associates, Practicing Company Secretaries (Membership No. FCS-5936) as the Scrutinizer to scrutinize the remote e-voting (i.e. casting of votes using electronic voting system from place other than the venue of the Meeting) and the voting process at the Annual General Meeting in a fair and transparent manner.

17. The facility for voting through ballot/polling papers shall also be made available at the meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/polling papers.

18. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

19. Members can opt for only one mode of voting, i.e., either by Ballot/ Polling papers or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot/Polling papers shall be treated as invalid.

20. Pursuant to the provisions of Section 124 and other applicable provisions, if any of the Companies Act 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred 9485 shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to IEPF Authority including shares held in unclaimed suspense account on November 30, 2017.

    The members, whose unclaimed shares have been transferred to IEPF, may claim the same by making application to the IEPF authority in form No. IEPF-5 available on www.iepf.gov.in for details of unclaimed shares transferred to IEPF please refer company's website viz. www.primefocus.com

The instructions for Members for exercising their vote through remote e-voting:

The shareholders should log on to the e-voting website www.evotingindia.com.

(i) The period for remote e-voting starts on Tuesday, September 25, 2018 at 9:00 a.m. and ends on Thursday, September 27, 2018 at 5:00 p.m. E-voting shall be disabled by CDSL at 5:00 p.m. on Thursday, September 27, 2018 and members shall not be allowed to vote through remote e-voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 21, 2018 (end of day) i.e. cut-off date, may cast their vote electronically.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com

(iii) Click on Shareholders/ Members

(iv) Now Enter your User ID

   a) For CDSL: 16 digits beneficiary ID

   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the Electronic Voting Sequence Number (EVSN) for "Prime Focus Limited".

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

You can also send your queries / grievances relating to e-voting at:-

Name and Designation: Mr. Rakesh Dalvi, Deputy Manager

Address: Marathon Futurex, A wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013

Email id: helpdesk.evoting@cdslindia.com; Phone No.: 1800225533

Other Instructions :

21. The period for e-voting starts on Tuesday, September 25, 2018 at 9:00 a.m. and ends on Thursday, September 27, 2018 at 5:00 p.m. E-voting shall be disabled by CDSL at 5:00 p.m. on Thursday, September 27, 2018 and members shall not be allowed to vote through remote e-voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 21, 2018 (end of day) i.e. cut-off date, may cast their vote electronically. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by Member, it cannot be subsequently changed or voted again.

22. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting through ballot.

    Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of cut-off date, may follow the same procedure as mentioned above for e-Voting.

23. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall countersign the same.

24. The result of the voting shall be displayed on the Notice Board of the Company at its Registered Office. The results of voting with the requisite enclosures shall also be placed on the website of the Company. The Results declared along with the Scrutinizer's report shall be placed on the Company's website i.e. www.primefocus.com within two days of passing of the resolutions at the Annual General Meeting of the Company. The Company will simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd (NSE), where the shares of the Company are listed.

25. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. September 28, 2018.

26. Route Map showing direction to reach the venue of the 21st Annual General Meeting of the Company is annexed at the end of this Notice.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 7 accompanying the Notice.

Item No. 3:

The members of the Company, at the Twentieth Annual General Meeting held on September 27, 2017 had passed a Special Resolution authorising the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured Non-Convertible Debentures and / or other Debt securities on private placement basis non-convertible debt in one or more series / tranches, aggregating upto ₹ 300 Crores (Rupees Three Hundred Crores Only) on private placement. The said resolution was valid and effective for one year from September 27, 2017. The members may note that the company has not made any private placement of redeemable non-convertible debentures pursuant to said authorisation.

The Non-Convertible Debentures issued on private placement basis is one of the cost effective sources of long term borrowing raised by the Company

In order to meet the working capital requirements of the Company that may arise, the Board of Directors of the Company at its meeting held on May 30, 2018 have, subject to the approval of Members in the general meeting proposed to issue Non-Convertible Debentures including subordinate debentures, bonds and/or other debt securities, etc., to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalised by the Board and/or Committee of Directors. The amount to be raised by way of issue of non-convertible debentures on a private placement basis however shall not exceed ₹ 500 Crores (Rupees Five Hundred Crores only) in aggregate during a period of one year from the date of passing of the said Resolution.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Act allows a company to pass a special resolution once in a year for all the offer or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

The Directors recommend the Special Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item No. 4:

The Members of the Company at the Seventeenth Annual General Meeting dated December 24, 2014, had re-appointed Mr. Naresh Malhotra (DIN: 00004597) as the Whole-Time Director of the Company for tenure of five years effective from April 01, 2015 and approved his remuneration pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 as amended from time to time ("Act").

The approval of the Members pursuant to Section 196 and 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Naresh Malhotra as the Whole-Time Director of the Company w.e.f. April 01, 2018, for the remainder of his term until March 31, 2020.

During the term of Mr. Naresh Malhotra, Whole-Time Director, if in any financial year, the Company has no profits or inadequate profits calculated as per Section 198 of the Companies Act, 2013, unless otherwise approved by relevant Statutory Authority, as may be required, Mr. Naresh Malhotra, Whole-Time Director shall be entitled to such remuneration which subject to the conditions and ceilings provided under Schedule V to the Companies Act, 2013.

The Board of Directors of the Company in its meeting held on May 30, 2018 approved the payment of remuneration to Mr. Naresh Malhotra, Whole-Time Director as set out at Item no. 4, w.e.f. April 01, 2018, for the remainder of his term until March 31, 2020 as recommended by the Nomination and Remuneration Committee in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013.

Mr. Naresh Malhotra is interested in the resolution and the relatives of Mr. Naresh Malhotra may be deemed to be interested in the resolution respectively to the extent of shareholding, if any, in the Company.

Except for Mr. Naresh Malhotra and Mr. Namit Malhotra, none of the Directors, Manager and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 4 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Statement pursuant to Schedule V to the Companies Act, 2013

I. **General Information:**

1	**Nature of Industry**	Motion pictures, video and television programme post-production activities			
2	**Date or expected date of commencement of commercial Production**	Not applicable **Note :** (The Company is an existing company) (Date of Incorporation : June 24, 1997)			
3	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	Not applicable			
4	**Financial information based on given indicators (Standalone) (₹ In Lakhs)**	**Particulars**	**Financial Year 2017-18 (12 Months)**	**Financial Year 2016-17 (12 Months)**	**Financial Period 2015-16 (9 Months)**
		Total income from operations	14,531.7	15,451.35	11,906.59
		Profit After Tax	(5,660.47)	(1,104.11)	551.33
5	**Foreign investments or Collaborators, if any**	The Company has made investments in the following overseas direct subsidiaries:- 1. De-Fi Media Limited 2. PF World Limited 3. PF Investments Limited 4. PF Overseas Limited 5. Reliance Mediaworks (Mauritius) Limited 6. Prime Focus Malasiya SDN. BHD 7. Reliance Lowry Digital Imaging Services Inc			

II. **INFORMATION ABOUT THE WHOLE TIME DIRECTOR**:

1. **Background Details:**

   Mr. Naresh Malhotra is a veteran of the Indian Film and Television industry. He had produced (independently and in partnership) a number of successful movies including Shahenshah, Khamoshi, Safar and Anokhi Raat and realized early on the potential boom in the Indian television industry. He has set up India's first digital audio studio in the 80's and later in 90's ventured in to the business of renting equipments for the production of TV programmes and ad films. He was instrumental in the setting up of Prime Focus.

2. **Past remuneration:** In Financial Year 2017-18; Mr. Naresh Malhotra was paid ₹ 60,00,000 p.a. as remuneration.

3. **Recognition or awards:** Mr. Naresh Malhotra received the prestigious Dadasaheb Phalke Award for his immense contribution to, and excellence in the video and films industry.
4. **Job profile and his suitability:** Mr. Naresh Malhotra has been responsible for the development, growth and strategy of the Prime Focus group of companies. His experience and dedicated services has always added to the overall growth of the company.
5. **Remuneration proposed:** ₹ 1,20,00,000/- (Rupee One Crores Twenty Lakhs) p.a.

   The Company intends to pay the maximum amount prescribed under Section II of part II of Schedule V of the Companies Act, 2013 and hence it is proposed to obtain approval of the members by way of special resolutions in this regard.

   The remuneration payable to the Whole-time Directors has been benchmarked with the remuneration being drawn by similar positions in similar industry.
6. **Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:**

   Mr. Naresh Malhotra is father of Mr. Namit Malhotra who is Chairman and Executive Director of the Company. They have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company.

III. **Other Information**

1. **Reasons of loss or inadequate profits:**

   The Company has transitioned to Ind AS accounting principles during the previous year which has led to accounting of employee stock compensation expenses based on fair value, recording of expected credit loss on receivables, and recording of premium on non convertible debenture as finance cost resulting in loss for the year. The Company is optimistic that it will perform better and generate positive results from operations.
2. **Steps taken or proposed to be taken for improvement:**

   The Company remains committed to generating superior returns for its stakeholders. It would continue to drive growth through asset light business models and release cash by exiting capital intensive business models.
3. **Expected increase in productivity and profits in measurable terms**

   The management has adopted focused and aggressive business strategies in all spheres of business to improve profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is optimistic of keeping a higher growth ratio in the period to come.

IV. **Disclosures:**

The details of remuneration and other information's are given in the annexure to the Directors Report.

Item No. 5:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee had appointed Mr. Anand Natarajan (DIN: 00061109) as an Additional Director (Nominee on behalf of Reliance MediaWorks Financial Services Private Limited) with effect from May 30, 2018. In accordance with the provisions of Section 161 of the Act, Mr. Anand Natarajan shall hold office up to the date of the forthcoming Annual General Meeting and his office is not liable to retirement by rotation.

The Company has received a consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming his eligibility for such appointment, from Mr. Anand Natarajan. The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature for appointment as a Director of the Company.

Brief Profile of Mr. Anand Natarajan, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities in which he hold the directorship and the membership of Committees of the board and shareholding thereof as stipulated under Regulation 36 of SEBI Listing Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on "General Meetings") are furnished and forms part of the Notice and the Board recommends the Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Mr. Anand Natarajan is interested in the resolution with regard to his appointment and the relatives of the above Director may be deemed to be interested in the resolution respectively to the extent of shareholding, if any, in the Company.

Save and except the above, none of the Directors, Manager and Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item No. 6:

As per Regulation 17(1A) of the SEBI Listing Regulations, (Amendment Regulations, 2018), with effect from April 01, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. G. P. Aiyar (DIN: 02722981), aged 81 years (Date of Birth: December 04, 1936) was re-appointed as a Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of Annual General Meeting held on December 24, 2014 upto the conclusion of the 22nd Annual General Meeting of the Company to be held in the calendar year 2019. Mr. G. P. Aiyar, is more than 75 years of age and accordingly his continuation as a Non-Executive Independent Director with effect from April 01, 2019 shall require approval of shareholders by way of special resolution.

He is a practicing advocate in Bombay High Court He has expertise knowledge in Civil Law and industrial arbitration matters. He also has extensive knowledge in legal matters pertaining to co-operative society.

Mr. G. P. Aiyar is an eminent personality and his professional profile and proven experience is a valuable asset to the Company which adds diversity and enriched points of view in the Board's discussions.

The Nomination and remuneration committee and the Board of Directors is of the opinion that Mr. G. P. Aiyar is a person of integrity, possess relevant expertise and vast experience and his association as a Non-Executive Independent Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. Moreover, under his valuable guidance the Company has delivered good payoffs to all stakeholders in the form of sound governance practices and the like. Further, his association supports a good balance in the composition of the Board.

Mr. G. P. Aiyar fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from Mr. G. P. Aiyar that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI Listing Regulations, presently applicable. Further, he has also confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

A brief resume of Mr. G. P. Aiyar, the nature of his expertise in specific functional areas, names of Companies in which he has held Directorships, Committee Memberships/ Chairmanships, his shareholding etc., is separately annexed hereto.

The Board of Directors recommends the special resolution as set out at Item No. 6 for your approval.

Mr. G. P. Aiyar is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Mr. G. P. Aiyar is interested in the resolution and the relatives of the above Director may be deemed to be interested in the resolution respectively to the extent of shareholding, if any, in the Company.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors or Key Managerial Personnel) other than the Non-Executive Independent Director himself, is concerned or interested, financially or otherwise, in this resolution.

Item No. 7:

The PFL Employees Stock Option Scheme 2014 **("ESOP 14")** was approved by the members of the Company by way of a special resolution, in due compliance with the applicable law.

An 'Exercise Period' of 2 (two) years was provided in the ESOP 14. In order to provide for more beneficial terms for the employees, it was recommended by the Board of Directors of the Company (the **"Board"**) and the Committee (in terms of the ESOP 14), that the 'exercise period' under ESOP 14, be extended from 2 (two) to 5 (five) years from the relevant Vesting Date (as defined under the ESOP 14).

This would also help in retention of employees in the Company, as life of the relevant stock options would be increased. Accordingly, it is proposed that the terms of the ESOP 14 be amended. In terms of the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (the **"SEBI SBEB Regulations"**), and the applicable provisions of the Companies Act, 2013, as amended and the rules prescribed thereunder (the **"Act"**), the necessary amendments and variations to the ESOP 14 need to be approved by the shareholders of the Company, by way of a special resolution at a shareholders' meeting and accordingly the same is being proposed to amend and vary the terms of the ESOP 14.

Particulars to be disclosed in accordance with Regulation 7 (4) of the SEBI SBEB Regulations, for the variation of the terms of the ESOP 14 **are set out below:**

a. **Details of the variation:** Extension of the exercise period from 2 years to 5 years from the relevant Vesting Date (as defined under the ESOP 14) .

b. **Rationale for the variation:** The aforementioned variation is not detrimental/prejudicial to the interest of the employees. Instead it provides the employees, a longer window to exercise the Options granted under the ESOP 14, which is beneficial to their interest. The rationale for the variation is to provide for more beneficial terms to the employees, so as to ensure employee retention for a longer term.

c. **Details of the employees who are beneficiaries of such variation:** [The beneficiaries of the variation shall be the employees with outstanding Options i.e. to whom Options have already been granted under the ESOP 14 but which Options have not yet lapsed or been exercised by such employees;

All other specifications of the ESOP 14, would remain unchanged and the Board together with the Committee (as defined under the ESOP 14), would have the discretion to amend, add, modify, change, and delete any of the specifications in accordance with the terms of the ESOP 14, the SEBI SBEB Regulations and any other applicable law for the time being in force in India.

The Board and the Committee (as defined under the ESOP 14) recommend the special resolution set forth as Item No. [7] for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the ESOP 14.

By Order of the Board of Directors

Parina Shah
Company Secretary

Mumbai, August 14, 2018
Registered Office:
Prime Focus House, Linking Road,
Opp. Citi Bank, Khar West,
Mumbai – 400 052

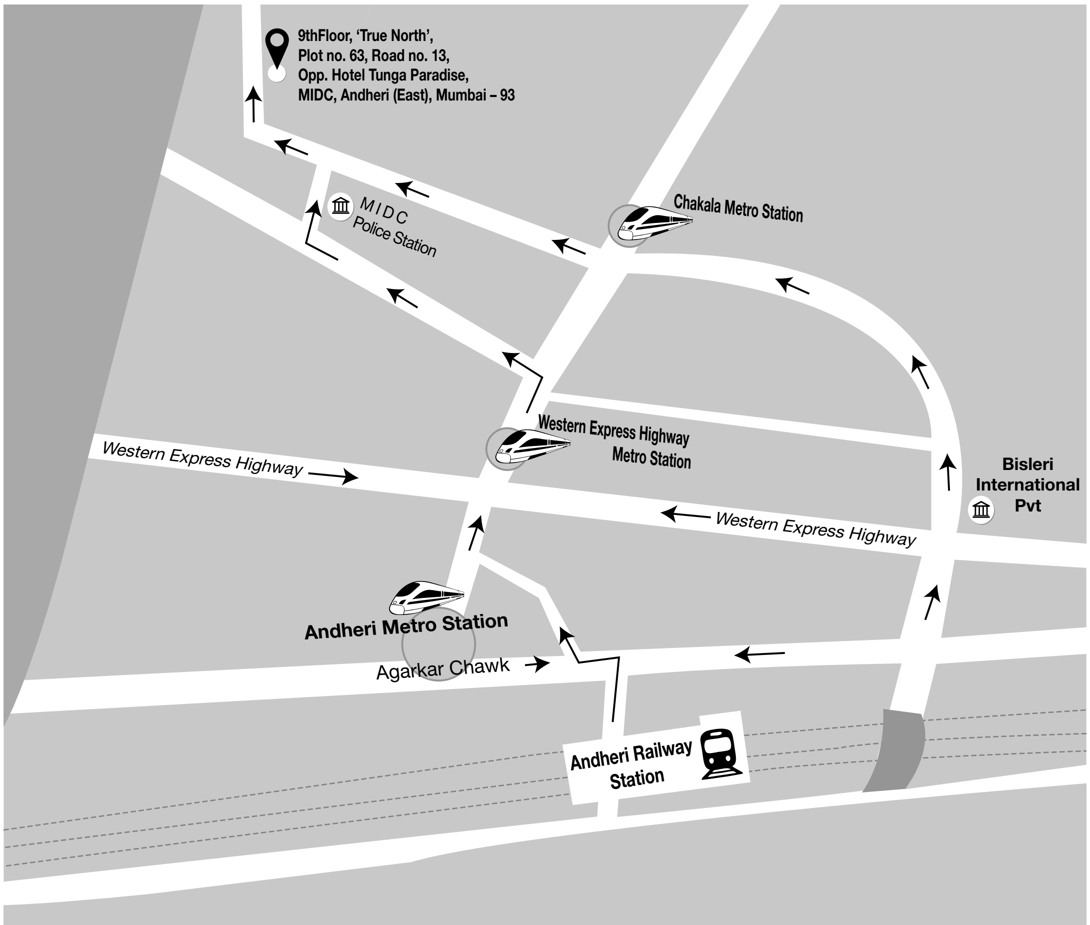
ANNEXURE TO THE NOTICE

Details of Directors proposed to be appointed / re-appointed and / or whose remuneration is proposed to be increased / fixed

Name of the Director	Mr. Anand Natarajan	Mr. G. P. Aiyar	Mr. Ramakrishnan Sankaranarayanan	Mr. Naresh Malhotra
DIN	00061109	02722981	02696897	00004597
First date of appointment as Director	May 30, 2018	July 03, 2009	October 11, 2011	Since incorporation
Date of Birth	April 24, 1963	December 04, 1936	October 14, 1970	October 2, 1944
Age	55	81	47	73
Qualifications	MBA & Chartered Accountant	LL.B.	Engineering graduate and an MBA	B.com
Brief resume & Expertise in Specific Functional Areas	He has three decades of experience in consumer banking, risk management, retail and wholesale banking operations and large-scale process and people integration. Anand has joined Reliance from Fullerton India Credit Co Ltd where he was Head of Strategy and Business Execution for the NBFC. Prior to Fullerton he was the Chief Operating Officer for PT Bank ANZ Indonesia and based in Jakarta. He spent over 23 years career at Standard Chartered Bank in various senior roles in wholesale and retail banking across India, South Asia, Middle East and Africa. He was last Regional Chief Risk Officer - Consumer Banking for Standard Chartered's South Asia business.	He is a practicing advocate in Bombay High Court He has expertise knowledge in Civil Law and industrial arbitration matters. He also has extensive knowledge in legal matters pertaining to co-operative society.	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.	A veteran in the Indian M&E industry, best known for producing the Amitabh Bachchan starrer Shahenshah, Naresh realized early the potential boom in the Indian television industry. He set up India's first digital audio studio in 90s and also started providing equipment rental services to TV and ad film makers.
Names of other Companies in which the person holds the directorship (Excludes Private Companies, Foreign Companies, Companies formed under Section 8 of the Companies Act 2013) *Subsidiary of Prime Focus Limited	i. *Prime Focus Technologies Limited	i. *Gener8 India Media Services Limited ii *DNEG Creative Services Private Limited (Formerly Known as Prime Focus World Creative Services Private Limited)	i. *Prime Focus Visual Effects Private Limited ii. *GVS Software Private Limited iii. *Prime Focus Technologies Limited iv. *Prime Focus 3D India Private Limited v. *Prime Focus Motion Pictures Limited	i. *Prime Focus Visual Effects Private Limited ii. *Prime Focus Motion Pictures Limited iii. Gener8 India Media Services Limited

Chairmanship / Membership of Committees of the board **(Committees of the board include only audit committee and Stakeholders Relationship Committee)**	Prime Focus Limited: a. Stakeholders Relationship Committee b. Audit Committee	i. Prime Focus Limited a. Audit Committee ii. Gener8 India Media Services Limited a. Audit Committee iii. DNEG Creative Services Private Limited (formerly known as Prime Focus World Creative Services Private Limited) a. Audit Committee		Prime Focus Limited: a. Stakeholders Relationship Committee
Remuneration last drawn by such person	No compensation paid except Sitting Fees	No compensation paid except Sitting Fees	₹ 50,00,004	₹ 60,00,000
Remuneration sought to be paid	No compensation paid except Sitting Fees	No compensation paid except Sitting Fees		₹1,20,00,000
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	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 relationships with directors inter-se and Manager and other Key Managerial Personnel of the company	Mr. Naresh Malhotra belongs to the promoters of the Company. Except Mr. Naresh Malhotra and Mr. Namit Malhotra who are related to each other by way of father and son relationship, none of the other Directors, Manager, Key Managerial Personnel of the company are related to Mr. Naresh Malhotra.
No. of shares held in the company as on the date of notice	Nil	Nil	50 Equity Shares of Re. 1 each	62,201,546 Equity Shares of Re. 1 each
The number of Meetings of the Board attended during the financial year 2017-18	NA	1	2	5

ROUTE MAP FOR 21ST ANNUAL GENERAL MEETING VENUE



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

PRIME FOCUS LIMITED

PFL

Registered Office: Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West),
Mumbai- 400052 Tel: +91 22 6715 5000
Website: www.primefocus.com; Email Id: ir.india@primefocus.com
CIN: L92100MH1997PLC108981
Share Transfer Agent: Link Intime India Pvt. Ltd., C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400052.

ATTENDANCE SLIP

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company held at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093 at 10:30 a.m. on Friday, September 28, 2018.

<table>
<tr><td colspan="3">Name and Address of the Shareholder(s)

</td></tr>
<tr><td>Name of Joint Holders (if any)</td><td colspan="2">No. of Shares:</td></tr>
<tr><td>Folio No./DP ID*/Client ID*:</td><td colspan="2"></td></tr>
<tr><td>If Shareholder(s), please sign here</td><td colspan="2">If Proxy, please mention name and sign here</td></tr>
<tr><td rowspan="2"></td><td>Name of Proxy</td><td>Signature</td></tr>
<tr><td></td><td></td></tr>
</table>

* Applicable for shareholders holding shares in electronic form.

Note:

1. Shareholder/Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.
2. Those shareholders who have multiple folios with different joint holders may use copies of this attendance slip
3. Only member/proxy holders can attend the meeting

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	*Default Sequence Number
180829104	

* Members who have not updated their PAN with the Company / Depository Participant shall use default Sequence Number in the PAN field. Other members should use their PAN.

The period for e-voting starts on Tuesday, September 25, 2018 at 9:00 a.m. and ends on Thursday, September 27, 2018 at 5:00 p.m. E-voting shall be disabled by CDSL at 5:00 pm on Thursday, September 27, 2018 and members shall not be allowed to vote through remote e-voting thereafter.

PRIME FOCUS LIMITED

PFL

Registered Office: Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West), Mumbai- 400052 Tel: +91 22 6715 5000
Website: www.primefocus.com ; Email Id: ir.india@primefocus.com
CIN: L92100MH1997PLC108981
Share Transfer Agent: Link Intime India Pvt. Ltd., C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400052

(FORM 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 : L92100MH1997PLC108981
Name of the Company : Prime Focus Limited
Registered office : Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West), Mumbai- 400052

Name of the member(s)	: …………………………………………………
Registered Address	: …………………………………………………
E-mail ID	: …………………………………………………
Folio No. / Client ID No.	: …………………………………………………

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

1. Name : ……………………………………… Email ID : ………………………………
   Address : ………………………………………………………………………………
   ………………………………………………………………………………………
   Signature : ……………………………………………, or failing him/her

2. Name : ……………………………………… Email ID : ………………………………
   Address : ………………………………………………………………………………
   ………………………………………………………………………………………
   Signature : ……………………………………………, or failing him/her

3. Name : ……………………………………… Email ID : ………………………………
   Address : ………………………………………………………………………………
   ………………………………………………………………………………………
   Signature : ……………………………………………, or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Friday, September 28, 2018 at 10:30 a.m. at 9th Floor, '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 indicated below:

Sr. No.	RESOLUTIONS	Optional*	
Ordinary business		**For**	**Against**
1	To receive, consider and adopt : a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Report of the Board of Directors and Auditors thereon. b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 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.		
Special Business			
3	Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis.		
4	Payment of Remuneration to Mr. Naresh Malhotra (DIN:00004597), Whole-time Director of the Company for the period of two years w.e.f. April 01, 2018 till March 31, 2020.		
5	Appointment of Mr. Anand Natarajan (DIN: 00061109) as a Non-Executive Director of the Company		
6	Continuation of Directorship of Mr. G. P. Aiyer (DIN: 02722981), Independent Non-Executive Director who has attained the age of Seventy Five years.		
7	Approval of extension of exercise period under PFL – ESOP scheme 2014.		

Signed this __________day of ________2018   Signature of the shareholder : ………………   Signature of Proxy holder(s) : ………………..

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, either in person or through post, not less than 48 hours before the commencement of the Meeting. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
2. 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. Further, 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 proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable.
3. For the resolutions, explanatory statements and notes, please refer the notice of annual general meeting.
4. The company reserves its right to ask for identification of the proxy.
5. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the company/depository participant.
6. *It is optional to put 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'for' or 'against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.