



PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Linking Road, Opp. Citi Bank,
Khar West, Mumbai - 400 052 Phone: 022 - 6715 5000 • Fax: 022 - 6715 5001
Website: www.primefocus.com
Corporate Identity Number (CIN): L92100MH1997PLC108981

NOTICE OF 18th ANNUAL GENERAL MEETING, E-VOTING AND BOOK CLOSURE

Notice is hereby given that in respect of the 18th Annual General Meeting ("AGM") of the members of the Company to be held on December 24, 2015 at 10.00 a.m. at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 400 093, the Company has completed despatch of Notice of the AGM on November 29, 2015. Notice of the AGM is available on the website of the Company www.primefocus.com and on the website of Central Depository Services Limited (CDSL) www.evotingindia.com.

Pursuant to section 108 of the Companies Act, 2013 and the Rules framed thereunder and Clause 35B of the Listing Agreement, 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.

The remote e-voting (i.e. casting of votes using electronic voting system from place other than the venue of the Meeting) period commences on Monday, December 21, 2015 (9:00 a.m. IST) and ends on Wednesday, December 23, 2015 (5:00 p.m. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by CDSL at 5:00 p.m. on Wednesday, December 23, 2015 and members shall not be allowed to vote through remote e-voting thereafter. Members holding shares either in physical form or in dematerialized form, as on Thursday, December 17, 2015 i.e. cut-off date, shall only be entitled for availing the remote e-voting facility or vote at the AGM, as the case may be cast their vote. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. Once the vote on a resolution is cast by Member, it cannot be subsequently changed or vote again.

The facility for voting through ballot 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.

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 obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset it by using "Forget User Details/Password" option available on www.evotingindia.com.

A Member can opt for only one mode of voting, i.e., e-voting or Ballot. If a Member casts vote by both modes, the vote cast through e-voting shall prevail and Ballot shall be treated as invalid. 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.

Incase of queries/grievances with regard to e-voting, contact:

Name and Designation: Mr. Wenceslaus Furtado - Deputy
Manager **Address:** Phiroze Jeejeebhoy Towers, 16th Floor, Dalal
Street, Fort, Mumbai: 400 001

Email id: helpdesk.evoting@cdslindia.com;

Phone Number: 18002005533

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer books of the Company will remain closed from Monday, December 14, 2015 to Thursday, December 24, 2015 (both days inclusive) for the purpose of the AGM.

For Prime Focus Limited

Sd/-

Place: Mumbai

Parina Shah

Date: November 29, 2015

Company Secretary