



PRIME FOCUS LIMITED

Registered Office: 2nd Floor, Building - H, Main Frame It Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai - 400065

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of **Prime Focus Limited** will be held at Prime Focus Office, Main Frame IT Park, Building - H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai - 400 065 on Friday, September 30, 2011 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Accounts, etc. for 2010-2011

To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2011, the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Mr. Kodi Raghavan Srinivisan as Director

To appoint a Director in place of Mr. Kodi Raghavan Srinivisan, who retires by rotation and being eligible, offers himself for re-appointment.

3. Re-appointment of Mr. Padmanabha Gopal Aiyar as Director

To appoint a Director in place of Padmanabha Gopal Aiyar, who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors

To re-appoint MZS & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By order of the Board of Directors

Navin Agarwal

**Sd/-
Company Secretary**

Place : Mumbai

Date : September 02, 2011

NOTES FOR MEMBERS' ATTENTION:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective, should be duly filled, stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organization. A form of Proxy and Admission Slip is enclosed.
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from September 23, 2011 to September 30, 2011 (both days inclusive).
4. The Company or its Registrar and Share Transfer Agent (RTA) cannot act on any request received directly from the members holding equity shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participants of the Members.
5. The Company has appointed M/s. Link Intime India Private Limited, as its Registrars and Share Transfer Agents. Members are requested to correspond with them for any queries at their below mentioned address:

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg
Bhandup (W), Mumbai 400 078
6. As part of the green initiatives of Ministry of Corporate Affairs, Members are requested to exercise the option to receive the Annual Report through email and register their email ids with the Company / RTA or their respective Depository Participant. Any update to such email id should be promptly notified.

7. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the Company Secretary at least ten days before the date of the meeting, so that the information required by the members can be made available at the meeting venue.
8. Members are requested to:
 - a. Notify immediately any change in their registered address to the Depository Participant with whom they maintain the demat account for shares held in electronic mode and to the Company's Registrar and Transfer Agent for shares held in physical mode.
 - b. Quote Ledger Folio No. /DP ID and Client ID numbers in all correspondence.
 - c. Bring with them at the meeting their copy of Annual Report and attendance slip.
9. Incase of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
10. Copies of all documents referred to in the Notice are available for inspection at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days upto the date of the Annual General Meeting.
11. Members are requested to visit the website of the company viz. www.primefocusworld.com for viewing the quarterly and annual financial results and to know more about the company.

By order of the Board of Directors

Navin Agarwal

**Sd/-
Company Secretary**

Place : Mumbai

Date : September 02, 2011

Details of Directors seeking appointment /re- appointment at the forthcoming Annual General Meeting of the Company (pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

Name of director	Mr. Kodi Raghvan Srinivasan	Mr. Padmanabha Gopal Aiyar
Date of Birth	30/08/1967	4/12/1936
Date of Appointment	19/02/2004	03/07/2009
Expertise in specific functional areas	He is a Chartered Accountant, and has extensive experience in the fields of Internal, Statutory and management audits, corporate laws, taxation laws, financial consultancy, and Costing and Management Information services.	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 cooperative society.
Qualifications	B.COM, C.A.	L.L.B.
Directorship held in other public companies (excluding foreign and private companies)	Nil	Nil
Membership of committees of other Public Limited Companies (Audit Committee and Shareholders' Grievance Committee only)	Nil	Nil
No. of shares held in the Company	Nil	Nil

By order of the Board of Directors

Navin Agarwal

**Sd/-
Company Secretary**

Place : Mumbai

Date : September 02, 2011

PRIME FOCUS LIMITED

Registered Office: 2nd Floor, Building - H, Main Frame It Park, Royal Palms, Near Aarey Colony,
Goregaon (East), Mumbai - 400065

ATTENDANCE SLIP

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID No....., L. F. No.....

Client ID No....., No. of Shares held.....

I/We hereby record my/our presence at the 14th Annual General Meeting of the Company held Prime Focus Office,
Main Frame IT Park, Building - H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai - 400 065 on Friday,
September 30, 2011 at 11.30 a.m.

Name of the equity shareholder/proxy/representative

.....
(First Name) (Second Name) (Surname)

Signature of the equity shareholder/proxy/representative

Note: Shareholders/Proxy holders are requested to bring the Attendance Slip with them when they come to the
meeting and hand it over at the gate after affixing their signature on it.



PRIME FOCUS LIMITED

Registered Office: 2nd Floor, Building - H, Main Frame It Park, Royal Palms, Near Aarey Colony,
Goregaon (East), Mumbai - 400065

DP ID No....., L. F. No.....

Client ID No....., No. of Shares held.....

PROXY FORM

I/We _____ of
_____ being a member/members of PRIME FOCUS
LIMITED hereby appoint _____ of _____ or failing
him _____ of _____ as my/our proxy to vote for me/us and on my/our
behalf at the 14th Annual General Meeting of the Company to be held on Friday, September 30, 2011 at 11.30 a.m
or at any adjournment thereof.

Signed : _____

Date : _____

Affix
Re. 1/-
Revenue
Stamp

Note: 1. The proxy form duly completed should be deposited at the Registered Office of the Company not less
than 48 hours before the time fixed for holding the meeting.

2. The proxy need not be a Member.

