

**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 • Email Id.: ir.india@primefocus.com
• CIN: L92100MH1997PLC108981

**NOTICE OF 21st ANNUAL GENERAL MEETING,
E-VOTING AND BOOK CLOSURE**

Notice is hereby given that in respect of the 21st Annual General Meeting ("AGM") of the members 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, the Company has completed despatch of Notice of the AGM by September 5, 2018. Notice of the AGM is available on the website of the Company www.primefocus.com and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 the AGM 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 Tuesday, September 25, 2018 (9:00 a.m. IST) and ends on Thursday, September 27, 2018 (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 Thursday, September 27, 2018 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 Friday, September 21, 2018 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 to 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 or a resolution is cast by Member, it cannot be subsequently changed or cast again.

The facility for voting through ballot / polling paper 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 despatch of the Notice and holding shares as on 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 "Forgot 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/ Polling paper. 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.

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

Name and Designation: Mr. Rakesh Dalvi, Deputy Manager

Address: Central Depository Services (India) Limited, Marathon Futrex, A wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013

Email id: helpdesk.evoting@cdslindia.com; **Phone No.:** 1800-22-5533

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 Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of the AGM.

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.

By order of the Board,
For Prime Focus Limited
Sd/-

Place : Mumbai
Date : September 5, 2018

Parina Shah
Company Secretary