



# PRIME FOCUS LIMITED

Corporate Identity Number (CIN): L92100MH1997PLC108981

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

Phone: [022-67155000] Fax: [022-67155001] Website: [www.primefocusltd.com]

Email Id : [ir.india@primefocusworld.com]

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Prime Focus Limited ("the Company") will be held on Wednesday, January 28, 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 – 400093 to transact the following special business:

### Special Business

#### Item No. 1: Preferential Issue of Equity Shares:

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"), and any other Rules /Regulations/Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot, from time to time and in one or more tranches, by way of a Preferential Issue, through offer letter and/or circular and/or information memorandum and/ or private placement memorandum and/or such other documents/writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion:

- up to 23,076,923 Equity Shares of a face value of Re.1/- each to Monsoon Studio Private Limited ("**Promoter Subscription Shares**"), a company wholly owned by Mr. Namit Malhotra and Mr. Naresh Malhotra, Promoters of the Company at a minimum price of Rs. 52/- (including a premium of Rs.51/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations ("**Promoter Issue Price**") payable in cash;
- up to 23,076,923 Equity Shares of a face value of Re.1/- each to Reliance MediaWorks Limited ("**First RML Subscription Shares**"), a Non-Promoter, at a minimum price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations ("**First RML Subscription Shares Price**") in cash; and
- up to 67,307,692 Equity Shares of a face value of Re.1/- each to Reliance MediaWorks Limited ("**Second RML Subscription Shares**"), a Non-Promoter, at a minimum price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share or such other

higher price as may be arrived at in accordance with the ICDR Regulations ("**Second RML Subscription Shares Price**"), towards the transfer of its Film and Media Services business ("**F&M Business**") to the Company for a net consideration of Rs. 350,00,00,000 (Rupees Three Hundred and Fifty Crores only) ("**Net Consideration of F&M Business**").

**RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the Promoter Issue Price, the First RML Subscription Shares Price and the Second RML Subscription Shares Price in terms hereof shall be December 29, 2014, being the date 30 days prior to the date of this Extra-ordinary General Meeting scheduled to be held on January 28, 2015.

**RESOLVED FURTHER THAT** the Promoter Subscription Shares, the First RML Subscription Shares and the Second RML Subscription Shares that may be issued by the Company pursuant to the aforesaid resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company in accordance with the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the terms of the issue, entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the preferential issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."

By Order of the Board of Directors  
For Prime Focus Limited

**Kirti Desai**  
Company Secretary

Date: December 29, 2014  
Place: Mumbai

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

## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent to all Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services Limited (CDSL) on December 31, 2014.
3. The Board of Directors have appointed Mr. Dharendra Maurya, Practicing Company Secretary, as Scrutinizer to receive and scrutinize the E-voting process in a fair and transparent manner.
4. In compliance with Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all Members of the Company to send their assent or dissent in respect of the resolution through e-voting contained in Notice dated December 29, 2014. Link Intime India Private Limited, our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on the resolution set forth in this Notice.
6. **The instructions for Members for exercising their vote through e-voting are as under:**
  - (i) The instructions for shareholders voting electronically are as under:
  - (ii) The voting period begins on Monday, January 19, 2015 at 10.00 a.m. and ends on Wednesday, January 21, 2015 till 06.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 31, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) 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.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).</li> </ul>
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. The voting rights of the Members for the purpose of e-voting shall be reckoned in proportion to the paid-up value of the equity shares registered in their name as on Wednesday, December 31, 2014.

8. The Members, who have voted electronically, are not eligible to vote by ballot paper.
9. Mr. Dharendra Maurya, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
11. The results on Resolution shall be declared at or after the EGM and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the EGM.
12. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF / HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as 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. However, 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 shareholder. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
13. Corporate members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
14. Members / Proxies should fill in the Attendance Slip sent for attending the Meeting and bring their Attendance Slips to the Meeting.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Notice of the Meeting along with Attendance Slip, Proxy Form and the process, instructions and the manner of conducting E-voting is being sent to all the members through the permitted mode.
17. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.  
The resolutions shall be taken as passed effectively on the date of the Meeting. The result will be posted on the website of the Company ([www.primefocusltd.com](http://www.primefocusltd.com)).
18. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during the office hours on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of Meeting.
19. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive all communication from the Company electronically.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

### Item No. 1

The members of the Company have at an EGM held on August 1, 2014 ("**Relevant EGM Resolution**") approved the preferential allotment of:

- (i) 23,076,923 equity shares towards cash consideration of Rs. 120,00,00,000 at a price of Rs. 52/- per share to Monsoon Studio Private Limited ("**Monsoon Allotment**"); and
- (ii) [A] 23,076,923 equity shares towards cash consideration of Rs. 120,00,00,000 at a price of Rs 52/- per share to Reliance MediaWorks Limited ("**RML**"); and
- (iii) [B] 67,307,692 equity shares towards consideration other than cash towards the transfer of its film and media services business at a price of Rs. 52/- per share to RML ("**RML Allotment**").

The Monsoon Allotment and the RML Allotment are collectively referred to as the "**Preferential Allotment**".

RML, the Company, Namit Malhotra, and Monsoon Studio Private Limited have entered into a share subscription cum shareholders' agreement capturing the terms of the Preferential Allotment ("**SSSA**"). RML, the Company and Reliance Land Private Limited have entered into a business transfer agreement capturing the terms of the transfer of the Film and Media Services business of RML ("**F&M Business**") by RML to the Company ("**BTA**"). The SSSA and the BTA are collectively referred to as the "**Definitive Agreements**".

The F&M Business to be transferred to the Company *inter alia* comprises the digital intermediate, digital cinema, shooting studio, visual effects and restoration facility and the debt attributed to the F&M Business of up to Rs. 200,00,00,000 (Rupees Two Hundred crores only). The F&M Business also includes the fixed assets, current assets and current liabilities of RML's film and media services business division.

The completion of the Preferential Allotment is subject to fulfillment of certain conditions ("**Conditions**") for which a long stop date of December 31, 2014 had been set out in the Definitive Agreements. Completion of the transfer of the assets and liabilities in relation to the F&M Business under the BTA may be in one or more tranches subject to the conditions precedent under the BTA being met.

While most of the Conditions identified in the Definitive Agreements have been fulfilled, there are still some which are pending. It has, therefore, been decided by the Board at its meeting held on December 29, 2014 to extend the long stop date to March 31, 2015 and seek a fresh approval from the members for the Preferential Allotment through a fresh EGM. The SSSA and the BTA have been modified appropriately to extend the long stop date under these agreements by execution of extension letters dated December 29, 2014 between the parties to such Definitive Agreements.

In light of the above, approval of the shareholders is being sought for:

- i. Issuance of 23,076,923 Equity Shares of a face value of Re.1/- each to Monsoon Studio Private Limited, a company wholly owned by Namit Malhotra and Naresh Malhotra, Promoters of the Company at a minimum price of Rs. 52/- (including a premium of Rs.51/-) per Equity Share or such other higher price as may be arrived at in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**");
- ii. Issuance of upto 23,076,923 Equity Shares of a face value of Re.1/- each to Reliance MediaWorks Limited, a Non-Promoter, at a minimum price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations; and
- iii. Issuance of upto 67,307,692 Equity Shares of a face value of Re.1/- each to Reliance MediaWorks Limited, a Non-Promoter, at a minimum price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations, towards the transfer of the F&M Business for the Net Consideration of F & M Business.

The other disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

- 1) **The Objects of the Preferential Issue:** To augment long term resources of the Company for repayment of debt and in particular to repay a bridge loan availed of by the Company for acquisition of Double Negative Holdings Limited, a company incorporated in England, U.K., for general corporate purposes and for the proposed Business Transfer.
- 2) **The proposal of the promoters/directors or key management personnel to subscribe to the offer:** The Promoters intend to participate/ subscribe to the present offer to the extent of 2,30,76,923 Equity Shares at a price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations through Monsoon Studio Private Limited, a company wholly owned by Mr. Namit Malhotra and Mr. Naresh Malhotra.
- 3) **The Shareholding pattern before and after the Preferential Issue:** The shareholding pattern of the Company pre and post the preferential allotment, as also based on the fully diluted capital of the Company considering the issue of upto 11,34,61,538 Equity Shares under the proposed Preferential Issue, is given below:

Shareholder Category	Pre-Preferential issue Shareholding (as of September 30, 2014)		Preferential Issue Shareholding (after allotment of equity shares)		Post-Preferential issue Shareholding (after allotment of equity shares)*	
	No.	%	No.	%	No.	%
<b>A Promoter's Holding</b>						
Indian Promoters						
(a) Individual	77,101,546	41.58%	-	-	77,101,546	25.80%
(b) Bodies Corporate (Monsoon Studio Private Limited)	-	-	23,076,923	7.72%	23,076,923	7.72%
(c) Others	-	-	-	-	-	-
Sub Total (i)	77,101,546	41.58%	23,076,923	7.72%	100,178,469	33.52%
(ii) Foreign Promoters - Bodies Corporate	-	-	-	-	-	-
(iii) Persons acting in concert with the Promoters	-	-	-	-	-	-
Bodies Corporate - Reliance MediaWorks Limited	-	-	90,384,615	30.24%	90,384,615	30.24%
Sub-Total (i)+(ii)+(iii)	77,101,546	41.58%	113,461,538	37.96%	190,563,084	63.76%
<b>B Non Promoters Holding</b>						
Mutual Fund/UTI	2,054,518	1.11%	-	-	2,054,518	0.69%
Fis/Banks	81,788	0.04%	-	-	81,788	0.03%
Fis	8,729,596	4.71%	-	-	8,729,596	2.92%
Bodies Corporate – Others	28,214,351	15.22%	-	-	28,214,351	9.44%
Residents Individuals	28,573,130	15.41%	-	-	28,573,130	9.56%
Qualified Foreign Investors – SCPE	36,549,990	19.71%	-	-	36,549,990	12.23%
Non Resident Indians (Repat)	836,882	0.45%	-	-	836,882	0.28%
Non Resident Indians (Non Repat)	605,251	0.33%	-	-	605,251	0.20%
Overseas Corporate Bodies	-	-	-	-	-	-
Foreign Portfolio Investor - Corporate	275,579	0.15%	-	-	275,579	0.09%
Hindu Undivided Families	-	-	-	-	-	-
Clearing Members	1,229,805	0.66%	-	-	1,229,805	0.41%
Trusts	1,165,000	0.63%	-	-	1,165,000	0.39%
<b>Sub Total</b>	<b>108,315,890</b>	<b>58.42%</b>	<b>-</b>	<b>-</b>	<b>108,315,890</b>	<b>36.24%</b>
<b>Grand Total (A+ B)</b>	<b>185,417,436</b>	<b>100.00%</b>	<b>113,461,538</b>	<b>37.96%</b>	<b>298,878,974</b>	<b>100.00%</b>

\*Monsoon Studio Private Limited can acquire such number of shares as are required for the Promoters to increase their shareholding in the Company to 35% of the expanded share capital of the Company.

- 4) **Proposed time within which the Preferential Issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the expiry of the period specified in Sub-regulation 1 of Regulation 20 of the Takeover Regulations or the date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulations.
- 5) **Relevant date and pricing of the issue:** In accordance with the provisions of ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the price of Equity Shares shall be December 29, 2014, being the date 30 days prior to the date of the Extraordinary General Meeting to be held on January 28, 2015. The price so calculated is Rs. 51.09/- (Rupees Fifty One and nine paise only) per Equity Share. The issue price of each Equity Share is fixed at Rs. 52/- (Rupees Fifty Two only).
- 6) **Auditors' Certificate:** A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations, shall be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.
- 7) **Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

- a) Equity Shares are proposed to be allotted to Monsoon Studio Private Limited, which is owned by Mr. Naresh Mahotra and Mr. Namit Malhotra, promoters of the company.

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

- b) Equity Shares are proposed to be allotted to RML which is ultimately owned and controlled by Reliance Capital Limited, a Reliance Group company listed on the BSE Limited and the National Stock Exchange of India Limited.

As set out above, RML has also entered into the SSSA with Namit Malhotra, Monsoon Studio Private Limited (Namit Malhotra and Monsoon Studio Private Limited being collectively referred to as the “**Promoters**”) and the Company, whereby RML, the Company and the Promoters have inter-alia agreed to certain inter-se rights and obligations as shareholders of the Company. Pursuant to the SSSA, while Namit Malhotra will continue to be in charge of the day to day management of the Company, RML and Reliance Land Private Limited will be acting in concert with the Promoters for exercising control over the Company.

- 8) **Lock-in:** The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.
- 9) **Pricing & undertaking to re-compute the price:** The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.
- 10) **Valuation for consideration other than cash:** It is proposed that the consideration for the proposed Business Transfer shall be discharged by the issuance of 6,73,07,692 Equity Shares at a price of Rs. 52/- per Equity Share aggregating to Rs. 350,00,00,000. BDO India LLP, vide their report dated July 2, 2014 have independently valued the F&M Business.

The Board at its meeting held on December 29, 2014 has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

The certificate from the statutory auditors certifying that the preferential issue is in accordance with the ICDR Regulations, the valuation report from BDO India LLP, the Memorandum and Articles of Association of the Company, the Definitive Agreements and other documents related to the proposed resolution set out in the accompanying notice and the explanatory statement will be open for inspection at the Registered Office of the Company on all working days, except Saturdays from 11.00 am to 1.00 pm upto the date of Meeting.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

None of the other Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the said Resolution, except to the extent that they are participating in the preferential allotment of Equity Shares as proposed in this Item of this notice.

By Order of the Board of Directors  
For Prime Focus Limited

**Kirti Desai**  
Company Secretary

Date: December 29, 2014  
Place: Mumbai

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



## PRIME FOCUS LIMITED

Corporate Identity Number (CIN): L92100MH1997PLC108981

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

Phone: [022-67155000] Fax: [022-67155001] Website: [[www.primefocusltd.com](http://www.primefocusltd.com)]

Email Id : [[ir.india@primefocusworld.com](mailto:ir.india@primefocusworld.com)]

### ATTENDANCE SLIP

I / We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company at, **9th Floor, 'True North', Plot no. 63, Road no. 13, Opp Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093** on Wednesday, January 28, 2015 at 10.00 a.m.

DP ID No.: \_\_\_\_\_

Client ID No.: \_\_\_\_\_

Ledger Folio No. \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

#### Note:

1. Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL
2. Physical copy of the Notice of the Extra-ordinary General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.





# PRIME FOCUS LIMITED

Corporate Identity Number (CIN): L92100MH1997PLC108981

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

Phone: [022-67155000] Fax: [022-67155001] Website: [www.primefocusltd.com]

Email Id : [ir.india@primefocusworld.com]

## PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration Rules, 2014

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 : .....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Wednesday, January 28, 2015 at 10 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 resolution as is indicated below:

Sr. No.	RESOLUTION	Optional*	
		For	Against
1	Preferential Issue of Equity Shares		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Affix  
Revenue  
Stamp of  
Re.1

Signature of the shareholder : .....

Signature of Proxy holder(s) : .....

### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer the Notice of Extra-Ordinary General Meeting.
3. The Company reserves its right to ask for identification of the proxy.
4. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/depository participant.
5. \*It is optional to put 'X' in the appropriate column against the Resolution 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.

