



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 an Extra-Ordinary General Meeting of the members of **PRIME FOCUS LIMITED** (the "**Company**") will be held on **Friday, January 5, 2018, 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 business:

SPECIAL BUSINESS:

1. **Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company;**

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 Section 13, sub-section (1), read with Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder (including the Companies (Share Capital and Debentures) Rules, 2014), as may be amended from time to time, the Authorized Share Capital of the Company be and is hereby increased from ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of Re. 1/- (Rupee One) each to ₹ 45,00,00,000/- (Rupees Forty Five Crores only) divided into 45,00,00,000 (Forty Five Crores) Equity Shares of Re. 1/- (Rupee One) each and consequently the existing Clause V of the Memorandum of Association of the Company relating to share capital, be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

"V. The Authorized Share Capital of the Company is ₹ 45,00,00,000/- (Rupees Forty Five Crores only) divided into 45,00,00,000 (Forty Five Crores) Equity Shares of Re. 1/- (Rupee one) each, with power to increase and reduce the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may be determined or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "**Board**"), any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution, and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary and desirable, including executing all such documents and writings, as they may in their absolute discretion deem necessary or incidental thereto, including paying such fees and incurring such expenses in relation thereto, and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the foregoing Resolution and to file such documents, forms, etc., as required under the applicable laws, with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

2. **Issue of Warrants, convertible into Equity Shares on a Preferential Basis to a member of the Promoter and Promoter Group and to a Non Promoter:**

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

"RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder (including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014), as may be amended from time to time; (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (the "**ICDR Regulations**"); (iii) 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, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended, and the

Foreign Exchange Management Act, 1999 as amended, read with the rules, regulations, notifications and circulars issued thereunder and the consolidated foreign direct investment policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, effective from August 28, 2017 and as amended from time to time (together the **"Foreign Exchange Regulations"**); (iv) the uniform listing agreement entered into by the Company with the stock exchanges where its equity shares are listed; (v) the Memorandum and Articles of Association of the Company, 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 under the applicable laws, 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 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 consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, in one or more tranches up to a total of 3,11,32,076 (Three Crore Eleven Lakh Thirty Two thousand and Seventy Six) warrants to be convertible at the option of the respective Warrant Holders (as defined below), in one or more tranches, on or after April 1, 2018, but not later than 18 (eighteen) months from the date of the allotment thereof, into a total number of 3,11,32,076 (Three Crore Eleven Lakh Thirty Two Thousand and Seventy Six) fully paid up equity shares of face value of Re. 1 (Rupee one only) (one equity share for one warrant issued) of the Company, for an aggregate amount of ₹ 330,00,00,056/- (Rupees Three Hundred and Thirty Crore and Fifty Six) (hereinafter referred to as the **"Warrants"**), at an issue price of ₹ 106/- (Rupees One Hundred and Six) per Warrant, which is higher than the minimum price determined in accordance with the provisions of Chapter VII of the ICDR Regulations or such other price as may be determined in accordance with the provisions of the applicable law by the Board, to Monsoon Studio Private Limited and Mr. Anshul Doshi (the **"Warrant Holders"**) as follows:

Sr. No.	Name of the Warrant Holder	Category of the Warrant Holder	Number of Convertible Warrants proposed to be allotted	Amount of consideration (in ₹)
1.	Monsoon Studio Private Limited	Member of the Promoter and Promoter Group	2,83,01,887	3,00,00,00,022
2.	Mr. Anshul Doshi	Non-promoter and an employee of Prime Focus International Services UK Limited, a subsidiary of the Company	28,30,189	30,00,00,034
Total			3,11,32,076	3,30,00,00,056

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Warrant Holders and the equity shares of the Company resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- The "Relevant Date" pursuant to Regulation 71 of the ICDR Regulations in relation to the above mentioned preferential issue of Warrants, shall be December 6, 2017 which is a date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. January 5, 2018.
- The issue price of the Warrants shall be ₹ 106 (Rupees One Hundred and Six) per Warrant, which is higher than the minimum price determined in accordance with the provisions of Chapter VII of the ICDR Regulations.
- The Warrant Holders shall be entitled to apply for and obtain, in one or more tranches, one equity share of face value of Re. 1/- (Rupee One only) of the Company against each Warrant, on or after April 1, 2018, but not later than 18 (eighteen) months from the date of allotment of the Warrants.
- An amount equivalent to at least 25% of the consideration payable against the Warrants shall be paid by the Warrant Holders against the Warrants allotted to them on or before the date of such allotment. The balance 75% of the issue price for the Warrants, shall be payable by the Warrant Holders, on or before the conversion of said Warrants into equity shares of the Company, within a maximum permissible period of 18 months from the allotment thereof.
- The Warrant Holders shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches, on or after April 1, 2018, but not later than 18 (eighteen) months from the date of allotment of the Warrants and apply to the Company for the same, by way of a written notice, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of face value of Re. 1/- (Rupee one only) each, of the Company to the Warrant Holders.
- In case the Warrant Holder does not apply for the conversion of the outstanding Warrants into the equity shares of the Company on or after April 1, 2018 but before 18 (eighteen) months from the date of allotment of the Warrants to such Warrant Holder, then the consideration paid upon each of the said outstanding Warrants shall be forfeited by the Company and all the rights attached to the said Warrants shall lapse automatically.
- The equity shares of the Company, issued and allotted on conversion of the Warrants thereof, to the Warrant Holders, shall be subject to a lock-in for such period as prescribed under the ICDR Regulations. Warrants so allotted and

equity shares allotted on conversion of such warrants under this Resolution may be sold, transferred, hypothecated or encumbered in accordance with applicable laws.

- h) The Warrants by itself, until converted, do not give to the Warrant Holders any voting rights in the Company.
- i) The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Act and applicable guidelines and regulations of the Securities and Exchange Board of India, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- j) The Equity Shares to be issued and allotted by the Company upon exercise of the Warrants in the manner aforesaid shall be in dematerialised form.
- k) The consideration for allotment of Warrants and/or equity shares arising out of exercise of such Warrants, shall be paid to the Company from the respective bank accounts of the Warrant Holders.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants shall be made within 15 days from the date of passing of this Resolution, subject to the applicable statutory regulatory provisions and the ICDR Regulations.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon conversion of the Warrants by the Warrant Holders.

RESOLVED FURTHER THAT the equity shares so issued and allotted upon conversion of Warrants shall rank *pari passu* with then existing equity shares of the Company, in all respects including dividend.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares to be issued upon conversion of the Warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the Government of India, Reserve Bank of India, Securities and Exchange Board of India or stock exchanges or any other regulatory authority may stipulate while granting approval (if required) to the Company for issue of the Warrants and/or equity shares of the Company upon conversion of Warrants, as aforesaid.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants, on the stock exchanges, where the Company's equity shares are listed, as per the terms and conditions of the provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to allotment of Warrants and equity shares on conversion of Warrants, the Board, all the Directors of the Company and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Warrants or equity shares of the Company upon conversion of Warrants, as may be required under the applicable law, including issuing clarifications on the issue and allotment of the Warrants or equity shares of the Company upon conversion of Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Warrants or equity shares of the Company upon conversion of Warrants and as the Board may in its absolute discretion deem fit and proper in the best interests of the Company without being required to seek any further consent or approval of the members of the Company or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this Resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

By order of the Board
For Prime Focus Limited
Sd/-
Parina Shah
Company Secretary

Date : December 7, 2017
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(1) of the Companies Act, 2013 and rules thereunder, as amended from time to time (the "Act"), in respect of the Special Business under Item Nos. 1 and 2 set out above is annexed hereto.

2. **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 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. 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 Member. If a proxy is appointed for more than 50 (fifty) members, he shall choose any 50 (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 50 (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 (forty eight) 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.

3. 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.
4. 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.
5. 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 demit 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.
6. (a) Pursuant to Section 101 and Section 136 of the Act read with Companies (Management and Administration) Rules, 2014, Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") and Secretarial Standards on General Meetings ("**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.
7. 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.
 8. 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.
 9. 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:

Information and other instructions relating to e-voting are as under:
 10. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of the 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.
 11. 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 Extra Ordinary General Meeting in a fair and transparent manner.

12. 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.
13. 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.
14. 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.

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

The period for remote e-voting starts on 09.00 a.m. on Tuesday, January 2, 2018 and ends on Thursday, January 4, 2018. E-voting shall be disabled by CDSL at 5.00 pm on Thursday, January 4, 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, December 29, 2017 i.e. cut-off date, may cast their vote electronically.

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

- (i) Click on "Shareholders"
- (ii) 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.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) 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
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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 (ii).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the Electronic voting Sequence Number (EVSN) for "Prime Focus Limited" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) 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.
- (xvii) 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.

(xviii) 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: Central Depository Services (India) Limited (CDSL), Marathon Futurex, A- Wing, 25th Floor, N.M Joshi Marg, Lower Parel, Mumbai – 400 013. Email id: helpdesk.evoting@cdslindia.com; Phone No.: 18002005533

Other Instructions:

15. The period for e-voting starts on Tuesday, January 2, 2018 and ends on Thursday, January 4, 2018. E-voting shall be disabled by CDSL at 5.00 pm on Thursday, January 4, 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, December 29, 2017 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.
16. 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 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 <https://www.evotingindia.com>.

17. The scrutinizer shall, immediately after the conclusion of voting at the extra ordinary 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 from 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.
18. 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 immediately after the results are declared. 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.
19. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. January 5, 2018.
20. Route Map showing direction to reach the venue of the Extra Ordinary General Meeting of the Company along with prominent landmark for easy location is given at the end of this Notice.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

In view of the present size of the Company's operations and its future requirement of capital, and the proposed allotment of equity shares (pursuant to conversion of the Warrants proposed to be issued pursuant to a preferential allotment) contemplated in this Notice, it is proposed to increase the Authorized Capital of the Company from ₹ 35,00,00,000 (Rupees Thirty Five Crores Only) to ₹ 45,00,00,000 (Rupees Forty Five Crores Only). The increased share capital of ₹ 45,00,00,000 (Rupees Forty Five Crores Only) will consist of 45,00,00,000 (Forty Five Crores) Equity Shares of Re. 1 (Rupee One Only) each. The necessary amendment in the Memorandum of Association is proposed to reflect the enhanced Authorized Share Capital.

As per the provisions of Section 61 of the Companies Act, 2013, as amended from time to time (the "Act") for increasing the authorized share capital of the Company, approval of members of the Company is required. A copy of the Memorandum and Articles of Association of the Company, together with the proposed alterations, is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days from the date hereof up to the date of the Extra Ordinary General Meeting.

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

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings (including pursuant to exercise of stock options) in the Company, if any, and except to the extent that they are interested in the proposed preferential allotment of Warrants of Company, as proposed in the Item No. 2 of this Notice.

Item No. 2

The Special Resolution contained in Item No. 2 of the Notice, has been proposed pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 and rules issued thereunder, as amended from time to time (the “**Act**”) read with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**ICDR Regulations**”) and the Foreign Exchange Management Act, 1999 as amended, read with the rules, regulations, notifications and circulars issued thereunder and the consolidated foreign direct investment policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, effective from August 28, 2017 and as amended from time to time (together the “**Foreign Exchange Regulations**”), to issue and allot up to 311,32,076 (Three Crore Eleven Lakh Thirty two thousand and Seventy Six) warrants of Re. 1 (Rupee one Only) each to be convertible at the option of the respective Warrant Holders (as defined below), in one or more tranches, on or after April 1, 2018, but not later than 18 (eighteen) months from the date of the allotment thereof, into a total number of 3,11,32,076 (Three Crore Eleven Lakh Thirty Two Thousand and Seventy Six) fully paid up equity shares of face value of Re. 1 (Rupee one only) (one equity share for one warrant issued) of the Company, (the “**Warrants**”) to Monsoon Studio Private Limited, a member of the Promoter and Promoter Group of the Company and Mr. Anshul Doshi, an employee of Prime Focus International Services UK Limited, a subsidiary of the Company (collectively, the “**Warrant Holders**”) in the manner provided hereinafter. The said proposal has been considered and approved by the Board in its meeting held on December 7, 2017.

The allotment of the Warrants is subject to the Promoter /Promoter Group of the Company and Anshul Doshi not having sold any equity shares of the Company during the 6 (six) months preceding the ‘relevant date’. The Promoter / Promoter Group of the Company and Anshul Doshi has represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

The details of the issue and other particulars as required in terms of Chapter VII of the ICDR Regulations and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 are given hereunder:

I. Objects of the preferential issue:

In order to generate long term resources for implementing future growth plans, it is proposed to issue up to a total of 3,11,32,076 (Three Crore Eleven Lakh Thirty Two Thousand and Seventy Six) Warrants convertible into 3,11,32,076 (Three Crore Eleven Lakh Thirty Two Thousand and Seventy Six) equity shares of the Company on a preferential basis, for cash, to Monsoon Studio Private Limited and Mr. Anshul Doshi (collectively, the “**Warrant Holders**”) as follows:

Sr. No.	Name of the Warrant Holder	Category of the Warrant Holder	Number of Warrants proposed to be allotted
1.	Monsoon Studio Private Limited	Member of the Promoter and Promoter Group	2,83,01,887
2.	Mr. Anshul Doshi	Non-promoter and an employee of Prime Focus International Services UK Limited, a subsidiary of the Company	28,30,189
Total			3,11,32,076

The proceeds of the proposed preferential allotment will strengthen the financial position of the Company. The object of the issue is to reduce the existing debt of the Company, to meet the working capital requirements of the Company and to utilise the proceed thereof for other general corporate purposes.

II. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Monsoon Studio Private Limited, a member of the Promoter and Promoter Group of the Company and Mr. Anshul Doshi, a non-promoter.

III. The proposal of the promoters, directors or key management personnel to subscribe to the offer:

The preferential issue of Warrants is being made to: (i) Monsoon Studio Private Limited, a member of the Promoter and Promoter Group of the Company; and (ii) Mr. Anshul Doshi, who is an employee of Prime Focus International Services UK Limited, a subsidiary of the Company. Mr. Anshul Doshi does not belong to the promoter and promoter group of the Company.

None of the other promoters, directors or other key management personnel of the Company intend to subscribe to this offer.

IV. The price at which the allotment is proposed:

The issue price of the Warrants (which shall be converted into equity shares of the Company) shall be ₹ 106/- [Rupees One Hundred and Six] per Warrant, which is higher than minimum price determined in accordance with the provisions of the ICDR Regulations and other applicable laws.

V. Shareholding pattern before and after the Preferential Issue :

The shareholding pattern of the Company given the present position before and after the proposed preferential issue is likely to be as follows:

Sl. No.	Category of Shareholders	Pre-Issue Equity Shareholding (as on September 30, 2017)		Post-Issue Equity Shareholding(Assuming full conversion of Warrants proposed to be issued pursuant to Resolution at Item No. 2)*	
		Number	%	Number	%
A. Promoters and promoter group					
	1. a) Indian				
	Individual	77,101,546	25.80	77,101,546	23.36
	Bodies Corporate	27,506,095	09.20	55,807,982	16.91
	b) Foreign Promoters	-	-	-	-
	Sub Total	104,607,641	35.00	132,909,528	40.27
B. Non-promoter					
	2. Institutional Investors				
	a) Mutual Funds/UTI				
	b) Financial Institutions/Banks	64,495	0.02	64,495	0.02
	c) Foreign Portfolio Investor	29,633,379	9.91	29,633,379	8.98
	d) Insurance Companies/ Govt. Institutions				
	e) Foreign Institutional Investors				
	e) Qualified Foreign Investors				
	f) Venture Capital Funds				
	Sub total	29,697,874	9.94	29,697,874	9.00
	3. Others				
	a) Bodies Corporate				
	b) Individual holding	9,974,540	3.33	9,974,540	3.02
	c) Foreign Companies	36,549,990	12.23	36,549,990	11.08
d) Non-Resident Individuals	577,991	0.19	3,408,180	1.03	
e) Clearing Member	588,668	0.20	588,668	0.18	
f) Others	116,882,270	39.11	116,882,270	35.42	
Sub Total	164,573,459	55.06	167,403,648	50.73	
	Grand Total	298,878,974	100.00	330,011,050	100.00

* the figures in the shareholding pattern are on the assumption that all the Warrants will be subscribed, pursuant to the shareholders resolution and all said Warrants will be exercised/ converted into equity shares. However, if any warrants are not issued /allotted and the Warrants are not exercised for conversion, the figures will change accordingly.

Note: Post shareholding structure may change depending upon any other corporate action in between and exercise of stock options issued by the Company.

VI. Proposed time within which the allotment shall be completed:

The allotment and issue of Warrants is proposed to be completed within 15 days from the date of passing of this special resolution at the general meeting, or where the approval of any statutory authority is pending or required, the allotment shall be completed within 15 days from date of such approval, or within such further period as may be prescribed or allowed by the Securities and Exchange Board of India.

VII. No. of securities to be issued, name of allottee, class of allottee, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital:

Sl. No.	Name of the proposed allottee	Class of allottee	Pre-issue equity share-holding	No. of warrants to be issued	Ultimate Beneficial Owner	# Post-Issue Equity Shareholding (After exercise of Warrants)	
						Number	%
1.	Monsoon Studio Private Limited	Member of the Promoter and Promoter Group	2,75,06,095	2,83,01,887	Not applicable	5,58,07,982	16.91
2.	Mr. Anshul Doshi	Non-promoter and an employee of Prime Focus International Services UK Limited, a subsidiary of the Company	Nil*	28,30,189	Not applicable	28,30,189	0.86
Total			2,75,06,095	3,11,32,076		5,86,38,171	17.77

After the conversion of Warrants in to the equity shares of the Company, the Company's paid up equity share capital will increase from ₹ 29,88,78,974 (29,88,78,974 equity shares of Re. 1 each) to ₹ 33,00,11,050 (33,00,11,050 equity shares of Re. 1 each)

* Mr. Anshul Doshi holds 28.83 lakh stock options of the Company.

Note: Post shareholding structure may change depending upon any other corporate action in between.

VIII. Undertaking:

The Company undertakes to re-compute/adjust the price of the specified securities in terms of the provisions of the ICDR Regulations.

The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants allotted to the proposed allottee shall continue to be locked in till the time such amount is paid by the allottee.

Consequent to allotment of the Warrants, and the equity shares of the Company upon conversion of the Warrants, there will be no change in the control or the management of the Company. However, voting rights will change in tandem with the shareholding pattern.

During the year, no preferential issue has been made by the Company.

IX. Lock-in period:

The Warrants allotted on a preferential basis and the equity shares of the Company to be allotted pursuant to conversion of the Warrants, shall be subject to a 'lock-in' period in accordance with Regulation 78 of the ICDR Regulations. The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval, as per Regulation 78(6) of the ICDR Regulations.

X. Basis for Issue Price:

The price at which Warrants are proposed to be issued shall not be less than the minimum price determined in accordance with the provisions of Chapter VII of the ICDR Regulations.

The equity shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and are frequently traded. Since, the trading volume at NSE is higher, accordingly, the minimum issue price has been calculated on the basis of trading at NSE.

The issue price of the Warrants shall be ₹ 106 (Rupees One Hundred and Six) per Warrant, which is higher than the minimum price determined in accordance with the provisions of Chapter VII of the ICDR Regulations..

XI. Relevant Date:

As per Regulation 71 of the ICDR Regulations, the relevant date on the basis of which issue price of the Warrants has been computed is December 6, 2017 i.e. the date 30 days prior to the date of the Extraordinary General Meeting.

XII. Re-computation of Issue Price:

As specified under the ICDR Regulations, wherever it is required, the Company shall re-compute / adjust the issue price of the Warrants or the equity shares upon conversion of Warrants to be allotted under the preferential issue in accordance with the ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee within the time stipulated under the ICDR Regulations, the Warrants allotted to the proposed allottee(s) shall continue to be locked-in till the time such amounts are paid by them.

XIII. Statutory Auditor's Certificate:

The certificate from M/s. Deloitte Haskins & Sells Chartered Accountants (ICAI Firm Registration No. 117364W), being the Statutory Auditors of the Company certifying that the preferential issue of the Warrants is being made in accordance with the requirements of Chapter VII of the ICDR Regulations shall be available for inspection at the registered office of the Company during 11:00 A. M. to 1:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Extraordinary General Meeting.

XIV. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI:

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

XV. Report of Registered Valuer:

No report of registered valuer is required for the offer, issue and allotment of the Warrants and equity shares of the Company arising on conversion of the Warrants under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

XVI. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

There were no allotments on preferential basis made by the Company during the year.

Section 62(1)(c) of the Act provides, *inter alia*, that when it is proposed to increase the subscribed capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company unless shareholders in general meeting decide otherwise by passing a special resolution.

Hence, consent of the shareholders by way of a Special Resolution is being sought.

Except Mr. Naresh Malhotra and Mr. Namit Malhotra who together hold the entire share capital of Monsoon Studio Private Limited, none of the Directors, promoters and members of the promoter group, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company.

The Board recommends the Resolution as Special Resolution as set out at Item No. 2 of the Notice for approval by the shareholders.

By order of the Board
For Prime Focus Limited
Sd/-
Parina Shah
Company Secretary

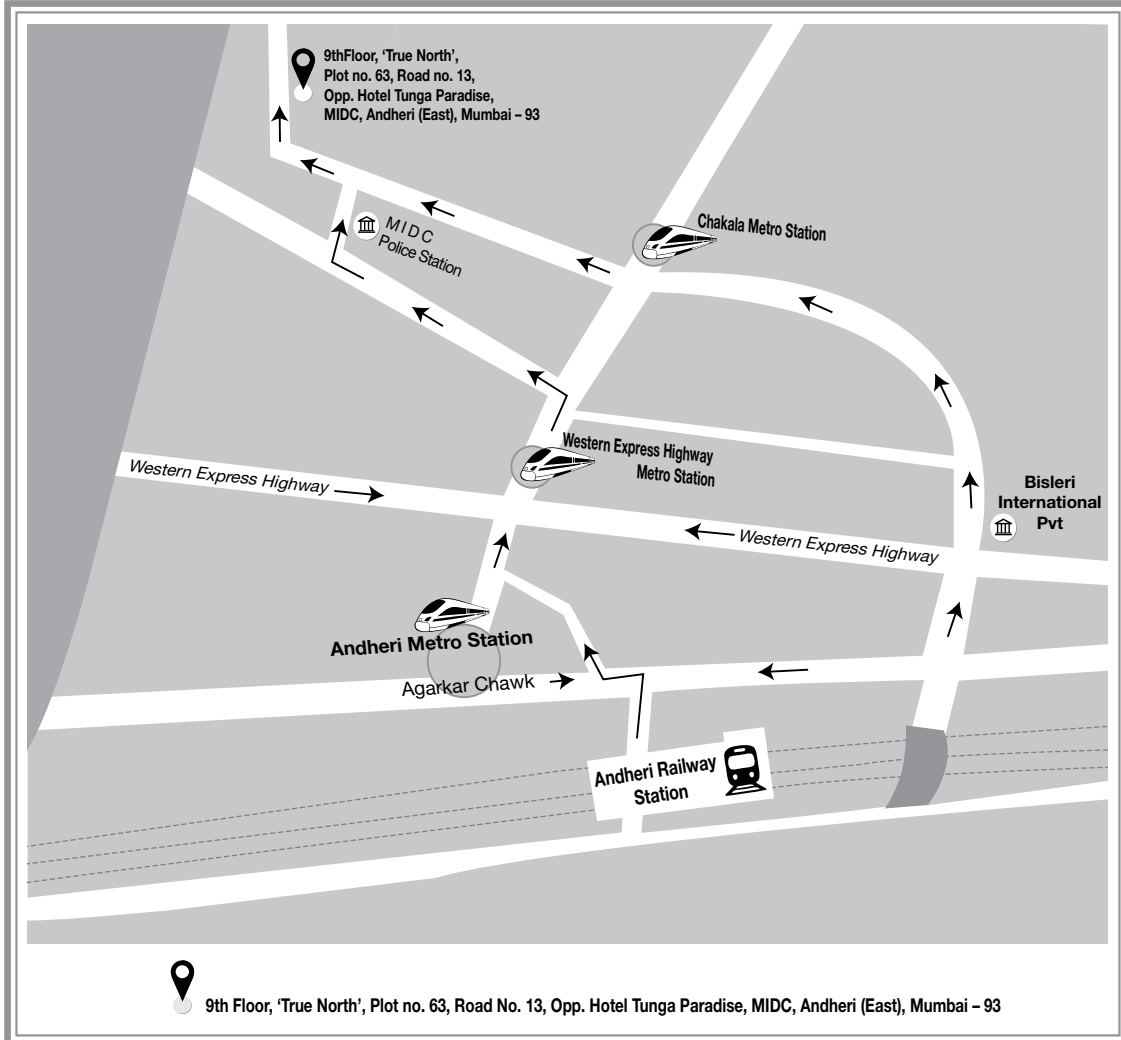
Date : December 7, 2017

Place: Mumbai

Registered Office:

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

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING VENUE



Prominent Landmark - Opp. Hotel Tunga Paradise



PRIME FOCUS LIMITED

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 (W), Mumbai - 400083.

ATTENDANCE SLIP

I/We hereby record my/our presence at the Extra Ordinary 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 10.00 a.m. on Friday 05th January, 2018.

Name and Address of the Shareholder(s)		
Name of Joint Holder's (if any)		No. of Shares:
Registered Folio No. / *DP & Client ID No.:		
If Shareholder(s), please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

* 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
171211005	

* 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, January 2, 2018 and ends on Thursday, January 4, 2018. E-voting shall be disabled by CDSL at 5.00 pm on Thursday, January 4, 2018 and members shall not be allowed to vote through remote e-voting thereafter.



PRIME FOCUS LIMITED

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 (W), Mumbai - 400083.

(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

Name of the member(s) :
Registered Address :
E-mail ID :
Folio No. / DP & 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 Extra Ordinary General Meeting of the Company, to be held on Friday, January 05, 2018 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 and at any adjournment thereof in respect of such resolutions as is indicated below:

Sr. No	Resolutions	Optional*		
		For	Against	Abstain
1	Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company			
2	Issue of Warrants, convertible into Equity Shares on a Preferential Basis to Promoter and Non Promoter			

Affix
Revenue
Stamp

Signed this day of 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 Resolutions, Explanatory Statements 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 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.