



PRIME FOCUS LIMITED

CIN: L92100MH1997PLC108981

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

POSTAL BALLOT FORM

Name(s) and Registered Address of the Sole / First named Member	
Name(s) of the Joint Member(s) if any	
Registered Folio No. / DP ID No. - Client ID No*: (*Applicable to Investors holding Shares in Dematerialized form)	
Number of Share(s) held:	

I / We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated March 11, 2020 of the Company by conveying my / our assent or dissent to the said resolution(s) by placing (√) mark in the relevant box as stated herein below:

Sr. No.	Description of Special Resolution	No. of Equity Share(s) held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as a Chairman and Whole-time Director			

Place :

Date :

E mail ID :

.....
(Signature of Member(s))

Note: Please read the instructions printed overleaf carefully before exercising your vote.

GENERAL INSTRUCTIONS:

Pursuant to section 110 and all other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications(s) or re-inactment(s) thereof, for the time being in force), assent or dissent of the shareholders in respect of the resolution contained in the Postal Ballot Notice are being sought through postal ballot process.

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey in physical form. If a shareholder has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case shareholders cast their vote through both physical Postal Ballot Form and e-voting, then vote cast through e-voting shall be considered and vote cast through physical Postal Ballot shall be treated as invalid.
2. The notice of Postal Ballot is dispatched/e-mailed to the Members whose names appear on the Register of Members as on Friday, March 06, 2020 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

Instructions for voting physically in Postal Ballot Form

1. A Member desiring to exercise vote by Postal Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the Ms. Shilpa Ray, Proprietor of Shilpa Ray & Associates, Practicing Company Secretaries (Membership Number FCS 5936), at Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 so as to reach the Scrutinizer on or before Saturday, April 18, 2020 (5:00 p.m.). Any Postal Ballot Form received after the said date and time will be treated as not having been received and the same will not be considered for the purpose of Postal Ballot.
2. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution /appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Postal Ballot Form for every folio / Client ID irrespective of the number of joint holders.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid, self-addressed envelope. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.