



PRIME FOCUS LIMITED

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]

Corporate Identity Number (CIN): L92100MH1997PLC108981

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and pursuant to the Passing of the Resolution by Postal Ballot) Rules 2011, Notice is hereby given that it is proposed to transact the special business as set out hereunder by passing special resolutions appended below through Postal Ballot (including voting through electronic means). The proposed special resolutions and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning each item of the special business, disclosure of interest, reasons for the proposal are annexed hereto along with a Postal Ballot Form seeking consent of the Members.

The Board of Directors has on August 01, 2014 approved the appointment of Ms. Shilpa Ray, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process and to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer will submit her report to the Managing Director/Director of the Company after completion of the scrutiny of Postal Ballot Form received in physical form and through the e-voting process. The results of the Postal Ballot shall be announced by Managing Director/Director on Wednesday, September 10, 2014 at 04.00 p.m. at the Registered Office of the Company. In addition to the results being communicated to National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed, the same along with the Scrutinizer Report shall also be displayed on the Company's website i.e. www.primefocusltd.com. The results of the Postal Ballot shall also be published in the newspapers.

Members are requested to read the instructions printed on the Postal Ballot Form carefully and exercise your vote by Physical Postal Ballot by recording your assent (for) or dissent (against) therein and return the Form in **original** duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 05.30 p.m. on Saturday, September 06, 2014.

Members may choose to vote using the e-voting facility, the details whereof are specified under instructions for e-voting as contained under 'Notes'. The e-voting period begins on Friday, August 08, 2014 at 10:00 a.m. and ends on Saturday, September 06, 2014 at 03:00 p.m. Hence, the Members are requested to kindly cast their votes well within the aforesaid period.

SPECIAL BUSINESS:

1. Authorization to the Board of Directors to borrow moneys on behalf of the Company

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

"RESOLVED THAT in supersession of any earlier resolution passed by the Shareholders in this regard, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or amendment or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof") to borrow from time to time any sum or sums of monies, in Indian Rupees and/or in any foreign currency, whether by way of long term capital facilities/term loans/corporate loans/debentures/other credit facilities in Indian rupees and/or foreign currency at its discretion, either from bank(s), financial institution(s), body corporate(s) or any other lending institution(s) or person(s), whether in India or abroad (including moneys that may be borrowed by issue of debentures whether convertible or not, zero coupon bonds or such other securities as the Board in its absolute discretion may determine) on such terms and conditions as may be considered suitable by the Board, at their discretion, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.1000 crores (Rupees One Thousand Crores only);

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments in writing and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

2. Authorization to the Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company

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

"RESOLVED THAT in supersession of any earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the provisions of the Articles of Association, consent of the shareholders be and is hereby accorded to the Board of Directors or any Committee constituted by the Board for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all or any other assets whether movable or immovable of the Company situated in India or abroad in one or more tranches and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of any of the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) to secure the working capital facilities/term loans/corporate loans/debentures/other credit facilities raised/to be raised by the Company from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, charges on prepayment or on redemption, costs, charges, expenses and all other moneys payable/to be payable to the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) in terms of their respective agreements/letters of sanction/memorandum of terms and

conditions, entered into/to be entered into by the Company in respect of the said working capital facilities/term loans/corporate loans/debentures/other credit facilities up to a sum not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) at any time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps as may be necessary and to settle all matters arising out of and incidental thereto and to finalize the form, extent and manner of and the documents and deeds, as may be applicable, for creating the mortgage / pledge /hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all or any other asset whether movable or immovable, of the Company situated in India or abroad on such terms and conditions as may be decided by the Board in consultation with the lenders and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

3. Ratification of agreement to sell off/transfer or otherwise dispose off the "Backend" Business and Undertaking of the Company to Prime Focus World Creative Services Pvt. Ltd.

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

"RESOLVED THAT pursuant to the provisions of Section 188(3) of the Companies Act, 2013 and the Rules made thereunder, consent of shareholders be and is hereby accorded to ratify and confirm the contract to sell, transfer, assign the **"Backend Business"** along with all assets and liabilities including the personnel, contracts, licenses, permits, consents and approvals relating to such backend business, executed on July 31, 2014 with Prime Focus World Creative Services Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 on such terms and conditions as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution".

**By order of the Board
For Prime Focus Limited**

**Sd/-
Kirti Desai
Company Secretary**

Place: Mumbai

Date: August 01, 2014

Notes:

1. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the special resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (including voting through electronic means).
2. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning each item of special business, disclosure of interest, reasons thereof is annexed hereto and forms part of this Notice.
3. The Board of Directors has appointed Ms. Shilpa Ray, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process and also to scrutinize the e-voting process in a fair and transparent manner.
4. The Notice is being despatched/mailed to all the Members whose names appear on the Register of Members/Statement of beneficial ownership furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, July 25, 2014. Members who have received Postal Ballot Notice by e-mail but wish to vote through physical Postal Ballot Form can seek duplicate Postal Ballot Form by writing to Registrar and Share Transfer Agents i.e. M/s Link Intime India Pvt.Ltd., Unit: Prime Focus Ltd., C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai, Maharashtra 400078. Duly completed Postal Ballot Form in **original** should, however, reach the Scrutinizer not later than 05.30 p.m. on Saturday, September 06, 2014.
5. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage pre-paid self- addressed business reply envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Scrutinizer's address as stated in the business reply envelope. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:30 p.m. on Saturday, September 06, 2014 (ie.30 days' time from despatch of notice) to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Unsigned/blank/incomplete/defaced/ mutilated/incorrectly ticked Postal Ballot Forms will be rejected. Members desiring to exercise their vote through e-voting are requested to refer the instructions mentioned at **Sr. No. 16** below.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
7. This Form should be completed and signed by the Shareholder. In case of Joint-holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
8. In case of Shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter.
9. Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Shareholder on Friday, July 25, 2014 (i.e. the date of latest available beneficiary data received from the depositories, prior to the date of passing of Board resolution to approve the Postal Ballot process).
10. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting facility to enable the Members to cast their votes electronically instead of despatching the Postal Ballot Form.
11. Kindly note that the Members can opt only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by Physical Postal Ballot and also by e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
12. The Scrutinizer will submit her report to the Managing Director/Director of the Company after completion of the scrutiny of Postal Ballot Form received in physical form and through e-voting process. The results of the Postal Ballot shall be announced by Managing Director/Director on Wednesday,

September 10, 2014 at 04.00 p.m. at the Registered Office of the Company. In addition to the results being communicated to National Stock Exchange of India Limited and BSE Limited, the same along with the Scrutinizer Report shall also be displayed at the Company's Corporate Office and on its website i.e. www.primefocusltd.com and on the website of CDSL as necessary. The results of the Postal Ballot shall also be published in the newspapers.

13. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
14. The resolutions will be taken as passed effectively on the date of announcement of the result by the Managing Director, if the results of the Postal Ballot indicate that the requisite majority of the Members had assented to the resolutions.
15. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are available for inspection by the Members at the Registered Office of the Company during the given office hours on all working days except Saturday between 11 a.m. and 1 p.m. from Friday, August 08, 2014 to Saturday, September 06, 2014.
16. The instructions for Members opting to exercise their vote through **e-voting**, are as under:

A. In case of Members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" tab to cast your votes.
- iii. Now, select the Electronic Voting Sequence Number - "EVS" along with "Prime Focus Limited" from the drop down menu and click on "SUBMIT".
- iv. Now Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below and fill up the following details in the appropriate boxes:

Details	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders).
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.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the EVSN 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 please take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN on which you choose to vote.
- xi. 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.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code, click on "Forgot Password"& enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

B. In case of Members receiving the physical copy:

- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- ii. During the period of e-voting, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, July 25, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after the end of e-voting period on Saturday, September 06, 2014 at 3:00 p.m.
- iii. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

The Members had, by way of an Ordinary Resolution, at the Annual General Meeting held on September, 29, 2012, inter alia, authorized the Board to borrow upto Rs. 1000 Crores for the purposes as set out in the Explanatory Statement annexed to the Notice convening the aforesaid Annual General Meeting pursuant to the provisions of Section 293(1)(d) of the erstwhile Companies Act, 1956.

Further, the Members of the Company, by way of an Ordinary Resolution passed by Postal Ballot on December 22, 2008, had inter alia, authorized the Board to secure its borrowings by mortgage /charge on any of the movable and/or immovable properties and/or the whole or part of the undertaking(s) of the Company pursuant to the provisions of Section 293(1)(a) of the erstwhile Companies Act 1956.

With the introduction of the Companies Act 2013 (hereinafter referred to as the "Act"), Section 180(1)(c) and Section 180(1)(a) of the Act which were notified and made effective from September 12, 2013 stipulate approval of shareholders to the aforesaid items by way of special resolutions as against ordinary resolutions required under the erstwhile Companies Act 1956.

The Ministry of Corporate Affairs has vide General Circular no. 04/2014 dated March 25, 2014 clarified that the ordinary resolutions passed under Section 293(1)(a) and 293(1)(d) of the Companies Act 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Sections 180(1)(c) and 180(1)(a) respectively of the Companies Act, 2013 for a period of 1 year from the date of its notification i.e. upto September 11, 2014. Hence, in order to continue remaining compliant thereafter, with respect to the notified provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013, Companies are required to seek fresh approval of Members vide special resolutions on or before September 11, 2014.

It is therefore necessary for your Company to obtain Members' approval by means of special resolutions to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from Company's Bankers in the ordinary course of business, upto Rs.1000 crores as per the provisions of Section 180(1)(c) of the Companies Act, 2013 and its Rules thereunder and to create mortgage/pledge/hypothecation/charge on all or any of the moveable/immovable properties of the Company to secure the moneys borrowed by the Company. No increase in the existing limits is currently being proposed and Members' approval is being sought by way of Special Resolutions pursuant to the requirement of Section 180 (1)(c) and Section 180 (1)(a) of the Companies Act 2013.

The Board of Directors recommends the resolutions set forth in Item Nos. 1 and 2 for the approval of the Members as special resolutions.

None of the Promoters, Directors and Key Managerial Personnel of the Company and/or their relatives is in any way concerned or interested, in above referred resolutions.

Item No. 3

The Company had executed a Service Level Agreement ("**SLA**") on October 01, 2011 with Prime Focus World N.V., Netherlands, ("**PFW**") a wholly owned subsidiary of the Company, under which the Company, on an exclusive outsourcing basis for PFW, rendered services to convert the Hollywood projects from 2D to 3D, offered Animation services and Visual special effects services ("**Backend Business**") to PFW on an exclusive basis in terms of the SLA.

PFW expressed an interest in purchasing the Company's Backend Business through its wholly owned Indian subsidiary, viz. Prime Focus World Creative Services Private Limited. The valuation was arrived at through an independent valuation study conducted by an independent third party valuer.

The sale of the Backend Business which includes all of the business, assets, properties, contractual rights, goodwill, going concern value, rights and claims of the Company, located at the Chandigarh facility and the Mumbai facility of the Company, together with the obligations in relation thereto and more elaborately defined in the Business Transfer Agreement executed on July 31, 2014 between the Company and Prime Focus World Creative Services Private Limited, strengthens Company's balance sheet by using the proceeds to retire high-cost debt of the Company. The sale of the Backend Business also relieves Company of its burden of having to support the large Backend Business by taking on additional leverage in its books. This will further result in operational efficiencies for the Prime Focus group, streamline operations, reduce duplication of efforts within the group and hence result in higher margins and profitability.

Prime Focus World Creative Services Private Limited is a related party within the meaning of Section 2(76) of the Companies Act 2013 and thus the transaction requires ratification by Members' vide special resolution under Section 188(3) and relevant provisions of the Companies Act 2013 and the Rules made thereunder, pursuant to the execution of the Business Transfer Agreement on July 31, 2014.

The particulars of the transaction pursuant to para 3 of Explanation 1 to Rule 15 of Companies (Meeting of Board and its Powers) Rules 2014 are disclosed below:

- a) Name of the related party: Prime Focus World Creative Services Private Limited ("PFWCSP"), a wholly owned subsidiary of Prime Focus World N.V, which in turn is the wholly owned subsidiary of the Company.
- b) Name of the Director or key personnel who is related, if any: Mr. Ramakrishnan Sankaranarayanan, Director of Prime Focus World Creative Services Private Limited and Mr. Namit Malhotra, Director of Prime Focus World N.V, are related parties.
- c) Nature of relationship: Mr. Ramakrishnan Sankaranarayanan is the Managing Director of the Company and Mr. Namit Malhotra is the Chairman and Executive Director of the Company.
- d) Nature, Material terms, monetary value and particulars of the contract or arrangement: The total net consideration is in INR equivalent of not less than USD 38 million to be discharged in a manner and on such terms and conditions as is mutually agreed upon between the Board of Directors of the Company and Prime Focus World Creative Services Private Ltd. and the nature and particulars of the contract are detailed above.
- e) Any other information relevant or important for the Members to take a decision on the proposed transaction: None

None of the related parties to the transaction who are Members shall vote on the resolution.

The Board of Directors recommends the resolution set forth in Item No. 3 for the approval of the Members as a special resolution.

No Director, Key Managerial Personnel or their relatives, is concerned or interested in the resolution except Mr. Ramakrishnan Sankaranarayanan and Mr. Namit Malhotra as stated above.

Place: Mumbai
Date: August 1, 2014

By order of the Board
For Prime Focus Limited
Sd/-
Kirti Desai
Company Secretary



PRIME FOCUS LIMITED

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]

Corporate Identity Number (CIN): L92100MH1997PLC108981

POSTAL BALLOT FORM

1. **Name(s) of Shareholder(s)** :
(in block letters)
(including joint holders, if any)
2. **Registered address of the sole/
First named Shareholder** :
3. **Registered Folio Number/ DP ID No.** :
Client ID No. *
(*Applicable to investors holding
Shares in dematerialized form)
4. **Numbers of shares held** :
5. **I/ We hereby exercise my/ our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent (for) or dissent (against) the said Resolutions by placing the tick mark at the appropriate box below.**

Item No.	Description	No. of Shares	I/ We assent to the Resolution (FOR) (✓)	I/ We dissent to the Resolution (AGAINST) (X)
1.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow moneys on behalf of the Company upto a sum not exceeding Rs. 1000 Crores.			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create mortgage/ pledge/ hypothecation/charge on all or any of the movable/ immovable properties of the Company for securing the borrowings of the Company upto a sum not exceeding Rs. 1000 Crores.			
3.	Special Resolution under Section 188(3) of the Companies Act, 2013 for ratification of Agreement to sell off/transfer and dispose off the "Backend" Business and Undertaking of the Company to Prime Focus World Creative Services Pvt. Ltd., a related party within the meaning of Section 2(76) of the Companies Act 2013.			

Place:

Date:

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(SIGNATURE OF THE SHAREHOLDER)

