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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 the EIGHTEENTH ANNUAL GENERAL MEETING of Prime Focus Limited will be held on Thursday, December 24, 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 business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended June 30, 2015, together with the Report of the Board of Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended June 30, 2015 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Ramakrishnan Sankaranarayanan (DIN:02696897), who retires by rotation and being eligible offers himself for re-appointment.
3. **Ratification of Statutory Auditors' Appointment**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Rules framed thereunder as amended from time to time and pursuant to the resolution passed by the Members at the Seventeenth Annual General Meeting (AGM) of the Company held on December 24, 2014, in respect of appointment of auditors, Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration No. 117364W) (DHS) till the conclusion of the Twenty Second Annual General Meeting (AGM), the Company hereby ratifies and confirms the appointment of DHS, as Auditors of the Company to hold office from the conclusion of this AGM till conclusion of the Nineteenth AGM to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. **Appointment of Dr. (Mrs.) Hemalatha Thiagarajan (DIN: 07144803) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to Articles of Association of the Company and Clause 49 of the Listing Agreement, Dr.(Mrs.) Hemalatha Thiagarajan (DIN: 07144803), who was appointed as an Additional Director by the Board of Directors vide circular resolution passed on March 31, 2015 and whose term expires at the Annual General Meeting and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by retirement by rotation, to hold office for a period of 5 (five) consecutive years, with effect from the date of appointment as an additional director.

5. **Appointment of Mr. Amit Bapna (DIN: 00008443) as a Non-Executive Director**

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

"RESOLVED THAT pursuant to the provision of Section 152, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Amit Bapna (DIN: 00008443), who was appointed as an Additional Director (Nominee on behalf of Reliance MediaWorks Limited) of the Company at the adjourned

Board meeting held on September 16, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation."

6. Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis

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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, pursuant to provisions of Securities and Exchange Board of India ("SEBI") (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and other applicable SEBI regulation and guidelines, in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, sanctions, consents and/or permissions of the Reserve Bank of India ("RBI"), SEBI, the Stock Exchange(s) and/or such other appropriate statutory and governmental authorities, institutions or bodies, as the case may be, and such other approvals, permissions and sanctions, as may be necessary, including the approval of any lenders of the Company and further subject to such terms, conditions, modifications as may be prescribed or imposed while granting such approvals, permissions and/or sanctions and as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall deem to include any Committee thereof), the approval of the Members be and is hereby granted to the Board of Directors for making offer(s) or invitation(s) to subscribe to the issue of Secured / Unsecured Non-Convertible Debentures/ Redeemable Non-Convertible Debentures including but not limited to subordinate Debentures, bonds and/or debt securities, etc., on a private placement basis, in one or more series/tranches so that the aggregate amount does not exceed ₹ 400 crores (Rupees Four Hundred Crores only), which may be listed on BSE Limited ("BSE"), National Stock Exchange or India Limited ("NSE") or any recognized Stock Exchange(s) and as per the terms and conditions as contained in the Information Memorandum prepared in accordance with the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and that the said borrowing is within the overall borrowing limit of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to Private Placement of Secured / Unsecured Non-Convertible Debentures, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the debentures are to be allotted, the number of debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of debenture holders, listing, issuing any declaration / undertaking etc. required to

be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force."

7. Approval for existing Material Related Party Transactions

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

"RESOLVED THAT pursuant to the provisions of Clause 23 of Chapter IV of Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulations, 2015 and pursuant to the approval of the Audit Committee as may be necessary, consent of the Company be and is hereby accorded for all existing material related party contracts or arrangements which shall continue beyond September 2, 2015 as per details and terms and conditions as set out under Item No. 7 of the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegation of such authority as may be deemed necessary, proper or expedient and to execute such documents, agreements and writings or to make any filings to give effect to this resolution."

By Order of the Board of Directors

**Sd/-
Parina Shah
Company Secretary**

Mumbai, September 16, 2015

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 ('Act'), in respect of the Ordinary and Special Business under Item Nos. 3 to 7 set out above and details as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at this Annual General Meeting 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 fifty (50) 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 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 members, he shall choose any 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 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 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. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, December 14, 2015 to Thursday, December 24, 2015 (both days inclusive).
5. 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.
6. 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 demat 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.
7. (a) Pursuant to Section 101 and Section 136 of the Act read with Companies (Management and Administration) Rules, 2014, 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.
8. Members may also note that the Annual Report for the financial year 2014-15 and the Notice of the 18th Annual General Meeting will also be available on the website of the Company i.e. www.primefocus.com.
9. The Annual Report for the financial year 2014-15, the Notice of the 18th Annual General Meeting and all documents referred to in the Notice and the Explanatory Statement are open for inspection by the Members at the Registered

Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturday up to the date of the Annual General Meeting.

10. 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.
11. 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.
12. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
13. The facility for voting through ballot/polling papers shall also be made available at the Annual General Meeting. The members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

Information and other instructions relating to e-voting are as under:

14. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder and Clause 35B of the Listing Agreement, 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.
15. The Board of Directors have appointed Mr. Dharendra Maurya of M/s Dharendra Maurya & Associates, Practicing Company Secretaries (Membership No. 22005) 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 Annual General Meeting in a fair and transparent manner.
16. 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.

17. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. 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 Monday, December 21, 2015 at 9.00 am and ends on Wednesday, December 23, 2015. E-voting shall be disabled by CDSL at 5:00 pm on December 23, 2015 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 Thursday, December 17, 2015 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) Note for Non - Individual Shareholders

Non - Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://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 they have to create a compliance user 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.

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. Wenceslaus Furtado, Deputy Manager

Address: Central Depository Services (India) Limited (CDSL), PhirozeJeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai - 400001

Email id: helpdesk.evoting@cdslindia.com;

Phone No.: 18002005533

Other Instructions

19. The period for e-voting starts on Monday, December 21, 2015 at 9.00 am and ends on Wednesday, December 23, 2015. E-voting shall be disabled by CDSL at 5:00 pm on December 23, 2015 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 Thursday, December 17, 2015 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.
20. 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>.
21. The scrutinizer shall, immediately after the conclusion of voting at the Annual 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.

22. 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 within two days of passing of the resolutions at the Annual General Meeting of the Company. 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.

23. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. December 24, 2015.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 accompanying the Notice. As additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 3 of the said notice.

Item no. 3:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s Deloitte Haskins & Sells (DHS), Chartered Accountants (Firm Registration No. 117364W), were appointed as the Statutory Auditors of the Company for a period of five years in the Annual General Meeting (AGM) of the Company held on December 24, 2014, subject to the ratification of their appointment at every AGM by Members.

As per the requirement of the Act, DHS have confirmed that the appointment if made would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Auditor in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014.

In view of the above, DHS continuing to be eligible to act as Auditors of the Company and based on the recommendation of the Audit Committee at its adjourned meeting held on September 16, 2015 and pursuant to Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

Item No. 4:

In order to give effect to the applicable provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as 'the Rules') (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) read with clause 49 of Listing Agreement and on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Dr. (Mrs.) Hemalatha Thiagarajan (DIN: 07144803) as an Additional Director of the Company with effect from March 31, 2015. In accordance with the provisions of Section 161 of the Act, Dr. (Mrs.) Hemalatha Thiagarajan shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of 5 (five) consecutive years, with effect from the date of appointment as additional director. The Company has received notice under Section 160 of the Act from a member along with a deposit of ₹ 1,00,000/- proposing her candidature for appointment as an Independent Director of the Company at the forthcoming Annual General Meeting.

A brief profile of Dr. (Mrs.) Hemalatha Thiagarajan pursuant to Clause 49 of the Listing Agreement and details as required under SS-2 (Secretarial Standard-2 on "General Meetings"), is provided as an annexure to this notice of Annual General Meeting and the detailed profile of Dr. (Mrs.) Hemalatha Thiagarajan is available on the website of the Company viz. www.primefocus.com.

The Company has received a declaration of Independence, as required pursuant to the Section 149(6) of the Act from Dr. (Mrs.) Hemalatha Thiagarajan stating that she meets the criteria of independence as provided in sub-section (6). Dr. (Mrs.) Hemalatha Thiagarajan is not disqualified to be appointed as a Director in terms of Section 164(2) of the Act.

According to section 152 of the Act read with Schedule IV to the Act, in the opinion of the Board, the appointment of Dr. (Mrs.) Hemalatha Thiagarajan as an Independent Director, fulfils the conditions specified in the Act and the rules made thereunder as also the Clause 49 of the Listing Agreement and that the appointment of Dr. (Mrs.) Hemalatha Thiagarajan is independent of the Management. She has a total Work experience of 35 Years in various fields. Thus her appointment as an independent director is justified and would immensely benefit the Company.

A copy of the Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is available on the website of the Company viz. www.primefocus.com.

Besides Dr. (Mrs.) Hemalatha Thiagarajan, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in there solution set out at Item No. 4 of the Notice. The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members in compliance with Section 149 read with Schedule IV of the Act.

Item No. 5:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee had appointed Mr. Amit Bapna (DIN: 00008443) as an Additional Director (Nominee on behalf of Reliance MediaWorks Limited) with effect from September 16, 2015. In accordance with the provisions of Section 161 of the Act, Mr. Amit Bapna shall hold office up to the date of the forthcoming Annual General Meeting and his office is not liable to retirement by rotation. The Company has received notice under Section 160 of the Act from a member alongwith a deposit of ₹ 1,00,000/- proposing his candidature for appointment as a Director of the Company.

A brief profile of Mr. Amit Bapna (DIN: 00008443), pursuant to Clause 49 of the Listing Agreement and details as required under SS-2 (Secretarial Standard-2 on "General Meetings") is provided as an annexure to this notice of Annual General Meeting and the detailed profile of Mr. Amit Bapna is available on www.primefocus.com.

Further, Mr. Amit Bapna (DIN: 00008443) is not disqualified to be appointed as a Director under Section 164(2) of the Act and has accorded its consent to act as Non-Executive Director of the Company.

None of the Directors or Key Managerial Personnel (KMP) and their relatives, except Mr. Amit Bapna (DIN: 00008443), are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

Item No. 6:

The Non-Convertible Debentures issued on private placement basis is one of the cost effective sources of long term borrowing raised by the Company.

In order to meet the working capital requirements of the Company that may arise during F.Y. 2015-16, the Board of Directors of the Company at its adjourned meeting held on September 16, 2015 have, subject to the approval of Members in the general meeting proposed to issue Non-Convertible Debentures including subordinate debentures, bonds and/or other debt securities, etc., to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalised by the Board and/or Committee of Directors. The amount to be raised by way of issue of non-convertible debentures on a private placement basis however shall not exceed ₹ 400 crores (Rupees Four Hundred Crores only) in aggregate during a period of one year from the date of passing of the said Resolution.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Act allows a company to pass a previous special resolution once in a year for all the offer or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

The Directors recommend the Resolution at Item No. 6 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in there solution set out at Item No. 6.

Item No. 7:

Securities and Exchange Board of India ("SEBI") vide its notification dated September 2, 2015 has notified the Listing Obligation and Disclosure requirements which is applicable to all listed entities. One of the requirements of the aforesaid regulations is approval of all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations i.e. September 2, 2015.

Accordingly, all existing material related party transactions entered and all prescribed disclosures as required to be given under the applicable provisions of the Listing Obligation and Disclosure requirements are given herein below for the perusal of the members:

Name of the related party and nature of relationship	Nature, duration of the contract and particulars of the contract or arrangement	Name of the Director or key managerial personnel who is related	Monetary value	Any other relevant information or is important for the Members to make the decision on the proposed transaction
Mr. Naresh Malhotra	As a condition for loans/credit facilities/ issue of Debentures or any other financial facility that has been availed/may be availed by the Company from lenders, the promoters / promoter group may be required to provide security for such borrowings by way of pledge of the shares of the Company held by them in favour of the respective lenders. Such shares shall continue to remain pledged for the entire duration of the loan/financial facilities.	Mr. Naresh Malhotra	--	Security in the form of pledge/ lien/ encumbrances upto 6,22,01,546 equity shares held by Mr. Naresh Malhotra, Promoter & Director, against Company's borrowings from banks/institutions
Mr. Namit Malhotra		Mr. Namit Malhotra	--	Security in the form of pledge/ lien/ encumbrances upto 1,49,00,000 equity shares held by Mr. Namit Malhotra, Promoter & Director, against Company's borrowings from banks/institutions
Monsoon Studio Private Limited		Mr. Naresh Malhotra & Mr. Namit Malhotra, Directors	--	Security in the form of pledge/ lien/ encumbrances of such appropriate number of equity shares, against Company's borrowings from banks/institutions
Standard Chartered Private Equity (Mauritius) III Ltd.	Non- Convertible Debentures Series A- Tenor of Issue - 5 years from the date of allotment i.e. November 5, 2012 Series B- Tenor of Issue-6 years from the date of allotment i.e. November 5, 2012	Mr. Nainesh Jaisingh - Nominee Director in the Company & his Alternate- Mr. Vibhav Parikh on behalf of Standard Chartered Private Equity (Mauritius) III Ltd.	₹19,010 lacs	
Prime Focus World Creative Services Pvt Ltd (PFWCSPL)	Recharge Reimbursement / Revenue Billing/Loan/Rent	Mr. Rivkaran Chadha and Mr. G.P. Aiyar, Directors Mr. Vikas Rathee CFO of the Company is Director in PFWCSPL	₹30,000 Lac	The Company extends/ receives certain services to its group/associates Companies including subsidiaries to leverage its existing know-how and professional expertise for which it enters into agreements/ arrangement or reimburses/ receives reimbursement of expenses incurred and extending loans and rental services. The amount being charged for this is fixed considering relevant factors and is on an arm's length basis.

No Member of the Company who falls under the definition of a related party shall be entitled to vote on this resolution irrespective of whether the entity is a party to the said transaction or not.

The transactions are on arm's length basis and at relevant market price. Except the Promoter Directors and their relatives (to the extent of their shareholding interest in the Company), Directors and Key Managerial Personnel mentioned no other director or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in passing of this Resolution.

The Board of Directors recommends the resolution set forth in Item No. 7 for the approval of the Members as an Ordinary resolution.

By Order of the Board of Directors
Sd/-
Parina Shah
Company Secretary

Mumbai, September 16, 2015

Registered Office:

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

ANNEXURE TO THE NOTICE

Details of Director seeking Appointment/Re-appointment at the Annual General Meeting

Name of the Director	Mr. Ramakrishnan Sankaranarayanan	Dr. (Mrs.) Hemalatha Thiagarajan	Mr. Amit Bapna
DIN	02696897	07144803	00008443
Date of Birth	October 14, 1970	April 11, 1949	January 20, 1975
Age	44	66	40
Date of Appointment	June 25, 2014	March 31, 2015	September 16, 2015
Expertise in Specific Functional Areas	Prior to starting PFT in 2007, he was CEO of Subex Technologies and before that, Global Head of Sales and Marketing for Product R&D Services at Tata Elxsi. He has 18 years of rich experience performing technical, strategy, customer service, marketing, sales and general management roles in the IT industry.	She has approximately 35 years of experience of Operations Research and Theoretical Computer Science. She was selected as a member of the Academic Honor Society Phi Kappa Phi, in USA, based on her GPA 4.0/4.0. She has also received Merit Scholarships during her M.Phil. and M.Sc.	Mr. Amit Bapna is a Chartered Accountant with extensive experience in varied business environments, from manufacturing to financial services. He is the Chief Financial Officer at Reliance Capital, where he provides financial direction, oversight and control for Reliance Capital and Group companies. He earlier worked in the capacity of CFO of Reliance Capital Asset Management Ltd and Reliance Consumer Finance where he played a key role and has been a significant contributor to the exponential growth of the business.
Qualifications	B.E., M.B.A.	B.Sc., M.Sc., M.Phil. and Ph.D.	CA
Directorship held in other public companies (excluding foreign and private companies, but includes directorship held in private companies which are subsidiaries of public companies)	5	Nil	5
Membership of committees of other Public Limited Companies (Audit Committee and Stakeholder's Relationship Committee only)	Nil	Nil	2
Disclosure of relationships between directors inter se and Manager and other Key Managerial Personnel of the Company	None	None	None
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution / Shareholders Resolution for appointment	Roles, Duties, Responsibilities, other terms and conditions as mentioned in the Letter of Appointment.	Non-Executive Director (Nominee appointed by Reliance MediaWorks Ltd.)
Details of remuneration sought to be paid and the remuneration last drawn by such person	₹ 50,00,000/- p.a	No Compensation is paid to Non Executive Directors except Sitting Fees	No Compensation is paid to Non-Executive Directors except Sitting Fees
No. of shares held in the company as on the date of notice	50	Nil	Nil
Number of meetings of the Board attended during the year 2014-15	5	2	N.A.