



## PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Linking Road, Khar (West), Mumbai- 400052 Tel: +91 22 6715 5000

Website: www.primefocus.com ; Email Id: ir.india@primefocus.com

CIN: L92100MH1997PLC108981

### PROXY FORM

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

Name of the member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio No. / Client ID No. : .....

I/We, being the Member(s) of ..... shares of the above named company, hereby appoint:

1. Name : ..... Email ID : .....

Address : .....

Signature : ....., or failing him/her

2. Name : ..... Email ID : .....

Address : .....

Signature : ....., or failing him/her

3. Name : ..... Email ID : .....

Address : .....

Signature : .....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 24<sup>th</sup> December, 2015 at 10.00 a.m. at 9<sup>th</sup> 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	Vote (Optional*)		
Ordinary business		For	Against	Abstain
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			
Special Business				
4	Appointment of Dr. (Mrs.) HemalathaThiagarajan (DIN: 07144803) as an Independent Director			
5	Appointment of Mr. Amit Bapna (DIN: 00008443) as a Non-Executive Director			
6	Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis			
7	Approval for existing Material Related Party Transactions			

Affix  
Revenue  
Stamp

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

Signature of the shareholder : .....

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

#### Notes:

- 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.
- For the Resolutions, Explanatory Statements and Notes, please refer the Notice of Annual General Meeting.
- The Company reserves its right to ask for identification of the proxy.
- The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/depository participant.
- \*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.