

**September 6, 2019**

**To,**  
**The National Stock Exchange of India**  
Listing Department,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East,  
Mumbai – 400 051  
Fax Nos.: 26598237/26598238

**To,**  
**BSE Limited**  
Listing Department,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Fax Nos.:22723121/2037/2039

**Sub: Notice of 22<sup>nd</sup> Annual General Meeting**  
**Ref: NSE Code: PFOCUS / BSE Code: 532748**

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, We hereby inform that the 22<sup>nd</sup> Annual General Meeting of the Company is scheduled to be held on Monday, September 30, 2019 at 9<sup>th</sup> Floor, 'True North', Plot No. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093 at 10.30 a.m.

We hereby enclose the Notice of Twenty Second Annual General Meeting.

Kindly acknowledge the receipt and take the same on records.

Thanking You,

Yours Faithfully,  
**For Prime Focus Limited**

*Parina Shah*

**Parina Shah**  
**Company Secretary**



Encl: As above



# 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](http://www.primefocus.com); **Email Id:** [ir.india@primefocus.com](mailto:ir.india@primefocus.com)

## NOTICE

NOTICE is hereby given that the **TWENTY-SECOND ANNUAL GENERAL MEETING of the Members of Prime Focus Limited**, will be held on **Monday, September 30, 2019 at 10.30 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, 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 March 31, 2019, 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 March 31, 2019 and the Report of Auditors thereon.

**2. To appoint a Director in place of Mr. Namit Malhotra (DIN-00004049), who retires by rotation and being eligible, offers himself for re-appointment**

**3. To re-appoint the Statutory Auditors and fix their remuneration**  
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 and the Rules made thereunder and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force M/s. Deloitte Haskins & Sells (DHS), Chartered Accountants (Firm Registration No. 117364W), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a further period of four years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2023.

**RESOLVED FURTHER THAT** the remuneration payable to DHS, shall not exceed ₹ 40 lakhs per annum (excluding applicable taxes, reimbursement of actual out of pocket and travelling expenses), as may be mutually decided by the Board and the Statutory Auditors.

**RESOLVED FURTHER THAT** all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

### SPECIAL BUSINESS

**4. To re-appoint Mr. Srinivasan Kodi Raghavan (DIN: 00012449) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013**

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 149 and 152 of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Srinivasan Kodi Raghavan (DIN 00012449)**, who was appointed as an Independent Director of the Company at the 17<sup>th</sup> Annual General Meeting of the Company held on December 24, 2014 to hold office for 5 (five) consecutive years up to the conclusion of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company."

**5. To re-appoint Mr. Rivkaran Singh Chadha (DIN 00308288) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013**

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 149 and 152 of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Rivkaran Singh Chadha (DIN 00308288)**, who was appointed as an Independent Director of the Company at the 17<sup>th</sup> Annual General Meeting of the Company held on December 24, 2014 to hold office for 5 (five) consecutive years upto the conclusion of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company and not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company."

6. **To re-appoint Mr. Padmanabha Gopal Aiyar (DIN: 02722981), who has attained the age of 75 (Seventy five) years, as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013**

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 149 and 152 of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions, if any, and Regulations 17, 17 (1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Padmanabha Gopal Aiyar (DIN: 02722981)**, who was appointed as an Independent Director of the Company at the 17<sup>th</sup> Annual General Meeting of the Company held on December 24, 2014 to hold office for 5 (five) consecutive years upto the conclusion of this Annual General Meeting, who has already attained the age of 75 (Seventy five) years, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company."

7. **To re-appoint Dr. (Mrs.) Hemalatha Thiagarajan (DIN: 07144803) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013**

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 149 and 152 of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions, if any, and Regulation 17, 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Dr. (Mrs.) Hemalatha Thiagarajan (DIN 07144803)**, who was appointed as an Independent Director of the Company at the 18<sup>th</sup> Annual General Meeting of the Company held on December 24, 2015 whose current term is expiring on March 30, 2020 and who holds office of Independent Director up to March 30, 2020, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing her candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company for a term w.e.f. March 31, 2020 to March 30, 2025 and to continue her office as an Independent Director even after attainment of an age of 75 years during her term of re-appointment."

8. **To consider and approve increase in the limits for investments, loans, guarantees and security of the Company under Section 186 of Companies Act, 2013**

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 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Company's Memorandum and Articles of Association, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any further investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of ₹ 300 Crores (Rupees Three Hundred Crores Only) over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members."

9. **To consider and approve the Sale of VFX business undertaking 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 180(1)(a), Section 188 and other applicable provisions (if any) of the Companies Act, 2013 and the relevant rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and such other approvals, consents, permissions, sanctions and exemptions, as may be required under applicable laws, regulations and guidelines issued by the statutory and regulatory authorities, and pursuant to the approval and recommendation of the Audit Committee and Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any duly constituted Committee of the Board or hereinafter constitutes to exercise its powers including the power constituted by this resolution),

the consent of the Members be and is hereby accorded to the Board, to sell, transfer or dispose of the VFX business of the Company (the **"Business Division"**) to DNEG Creative Services Limited, a subsidiary of the Company, on a going concern basis, by way of a slump sale, for a lump sum consideration upto ₹ 270 Crores (Rupees Two Hundred and Seventy Crores) (the **"Proposed Transaction"**), subject to closing adjustments, if any, and for this purpose, enter into, execute, deliver and perform, with or without modifications, a business transfer agreement (the **"BTA"**) and all the ancillary agreements, as may be required for the purposes of the Proposed Transaction, on such terms and conditions and with such modifications as may be required or the Board may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and for the removal of difficulty and doubts, the Board be and is hereby authorized and empowered to execute, negotiate and finalise, including varying and settling the terms and conditions of the Proposed Transaction and deliver and perform the BTA, contracts, deeds, undertakings, and other documents in respect thereof, with effect from such date and in such manner, and seek the requisite approvals, consents and permissions, make requisite filings/submissions, as may be applicable and required under the applicable law, and to generally do and perform all such acts, deeds, matters and things as the Board may deem fit, necessary, proper or desirable, including the power to sub-delegate, settle any question, difficulty or doubt that may arise in this regard, taking all necessary steps as it may, in the best interest of the Company, deem necessary, desirable or expedient from time to time, in order to give effect to the aforesaid resolution."

**By Order of the Board of Directors**  
**Parina Shah**  
**Company Secretary**  
**ACS 18061**

Place : Mumbai,

Date : August 22, 2019

**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'), as amended from time to time, in respect of the Business under Item No. 3 to 9 set out above and details as required under Regulation 26 (4) and Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2"), in respect of the Director seeking appointment/re-appointment at this Annual General Meeting are 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 carrying voting rights. 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 person or shareholder. 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 22<sup>nd</sup> Annual General 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 passed under Section 113 of the Act / authority as applicable, issued on behalf of the nominating organization.

In case of joint holders attending the Meeting, member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
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 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.
6. As per Regulation 40 of the SEBI Listing Regulations, as amended, the Securities of listed Companies can be transferred only in dematerialised form w.e.f. April 1, 2019 except in case of requests received for transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
7. (a) Pursuant to Section 101 and Section 136 of the Act read with Companies (Management and Administration Rules, 2014, Regulation 36 of SEBI Listing Regulations and 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.

8. Members may also note that the Annual Report for the financial year 2018-19 and the Notice of the 22<sup>nd</sup> Annual General Meeting will also be available on the website of the Company i.e. [www.primefocus.com](http://www.primefocus.com).
9. The Annual Report for the financial year 2018-19, the Notice of the 22<sup>nd</sup> Annual General Meeting and all documents referred to in the Notice and the Explanatory Statements are open for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturday and National Holidays upto the date of the Annual General Meeting of the Company i.e, September 30, 2019.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchanges Board of India (Share Based Employee Benefits) Regulations, 2014 are available for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays and National Holidays upto the date of the Annual General Meeting Company i.e, September 30, 2019.
10. Members are requested to:
- 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.
  - 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.
  - 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:
- the change in residential status on return to India for permanent settlement; and
  - 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 completed and signed mentioning there in details of their DP ID and Client ID/ Folio No.
- Information and other instructions relating to e-voting areas under:**
13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and SS - 2, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL ("Central Depository Services (India) Limited"), on all the resolutions set forth in this Notice.
14. The Board of Directors has appointed Ms. Shilpa Ray of M/s. Shilpa Ray & Associates, Practicing Company

- Secretaries (Membership No. FCS-5936, CP No. 5311) 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.
15. 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.
16. 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.
17. 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.
18. Pursuant to the provisions of Section 124 and other applicable provisions, if any of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has transferred 9485 shares in respect of which dividend has remained unpaid or unclaimed for 7 (seven) consecutive years or more by crediting the shares to the Demat Account of Investor Education & Protection Fund ("IEPF") Authority including shares held in unclaimed suspense account on November 30, 2017.

The members, whose unclaimed shares have been transferred to IEPF, may claim the same by making application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) for details of unclaimed shares transferred to IEPF please refer company's website viz. [www.primefocus.com](http://www.primefocus.com)

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

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- The period for remote e-voting starts on Thursday, September 26, 2019 at 9:00 a.m. (IST) and ends on Sunday, September 29, 2019 at 5:00 p.m. (IST). E-voting shall be disabled by CDSL at 5:00 p.m. (IST) on September 29, 2019 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 Monday, September 23, 2019 (end of day) i.e. cut-off date, may cast their vote electronically.
  - The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - Click on Shareholders/ Members
  - 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.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the Electronic voting Sequence Number (EVSN) for "Prime Focus Limited".

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. 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.

xix. Note for Non – Individual Members and Custodians

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.

xx. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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: CDSL, Marathon Futurex, A wing, 25<sup>th</sup> Floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013

Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com);  
Phone No.: 1800225533

#### Other Instructions:

19. The period for e-voting starts on Thursday, September 26, 2019 at 9:00 a.m. and ends on Sunday, September 29, 2019 at 5:00 p.m. (IST). E-voting shall be disabled by CDSL at 5:00 p.m. (IST) on Sunday, September 29, 2019 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 Monday, September 23, 2019 (end of day) 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 follow the same procedure as mentioned above for e-Voting.

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 of 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](http://www.primefocus.com) and on the website of the CDSL i.e. [www.evotingindia.com](http://www.evotingindia.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 (BSE) 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. Monday, September 30, 2019.
24. Route Map showing direction to reach the venue of the 22<sup>nd</sup> Annual General Meeting of the Company is annexed at the end of this Notice.

#### EXPLANATORY STATEMENT

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

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 9 accompanying the Notice.

##### Item No. 3

M/s Deloitte Haskins & Sells (DHS), Chartered Accountants (Firm Registration No. 117364W), Statutory Auditors of the Company, were appointed as the Statutory Auditors of the Company at the Annual General Meeting of the Company held on December 24, 2014, for a period of five years, to hold office from the conclusion of that Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2019.

Prior to this appointment, DHS were appointed as the Statutory Auditors of the Company, pursuant to the provisions of the Companies Act, 1956, (i.e. prior to the commencement of the new Act), at the Annual General Meeting of the Company held on September 30, 2013, for the financial year 2013-14. Hence, pursuant to the statutory provisions, DHS can now be re-appointed for a further period of maximum four years only.

##### "About Deloitte Haskins & Sells, Head Office Vadodara

DHS having head office at Vadodara is registered with the Institute of Chartered Accountants of India (Registration No. 117364W).

##### Offices of Deloitte Haskins & Sells, Head Office Vadodara

The registered office of DHS is at 401-404, Ocean, Sarabhai Compound Near Centre Square Mall Dr. Vikram Sarabhai Marg, Vadodara 390023 Gujarat

DHS has other offices in Ahmedabad and Mumbai"

DHS have conveyed their consent to be re-appointed as the Statutory Auditors of the Company for a further term of four years along with the confirmation that, their appointment, if approved by the members, would be within the limits prescribed under the Act.

Therefore, approval of the members is sought, to re-appoint DHS, Chartered Accountants (Firm Registration No. 117364W), as the Statutory Auditors of the Company, for a further period of four years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the

year 2023, as recommended by the Audit Committee and by the Board of Directors of the Company.

As mandated by Regulation 36(5) of the SEBI Listing Regulations, the Board of Directors of the Company on the recommendation of the Audit Committee, during the term of this appointment, proposes to pay DHS, a remuneration not exceeding ₹ 40 lakhs per annum (excluding applicable taxes, reimbursement of actual out of pocket and travelling expenses), as may be mutually decided by the Board and the Statutory Auditors.

The Board of Directors recommends the resolution for approval of the members of the Company, as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

##### Item No. 4 & 5:

Mr. Srinivasan Kodi Raghavan (DIN 00012449) and Mr. Rivkaran Singh Chadha (DIN 00308288) were appointed as Independent Non-Executive Directors of the Company by the members at the 17<sup>th</sup> Annual General Meeting of the Company held on December 24, 2014 for a period of five consecutive years and to hold office upto the conclusion of this Annual General Meeting.

As per Section 149(10) of the Act, an Independent Non-Executive Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI Listing Regulations, Mr. Srinivasan Kodi Raghavan and Mr. Rivkaran Singh Chadha, being eligible and offering themselves for re-appointment, are proposed to be re-appointed as Independent Non-Executive Directors for second term of five consecutive years from the conclusion of this Annual General Meeting upto the conclusion of 27<sup>th</sup> Annual General Meeting.

The Company has received declaration from them stating that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. They have also given their consent to continue to act as Directors of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Srinivasan Kodi Raghavan and Mr. Rivkaran Singh Chadha fulfil the conditions specified under Section 149 (6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations for their re-appointment as Independent Non-Executive Directors of the Company and are independent of the management. Copy of the draft letter for appointment of Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, except Saturdays and National Holidays, upto and including the date of Annual General Meeting of the Company i.e. September 30, 2019.

Brief resume of all the above Directors, nature of their expertise in specific functional areas and name of companies in which they hold directorship and membership/chairmanship of Board Committees, shareholding and relationship between director inter-se as stipulated under SEBI Listing Regulations, are provided in the Annexure to the Notice to the Annual General Meeting.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the above mentioned Directors as Independent Directors.

Accordingly, the Board, based on the performance evaluation of Independent Non-Executive Directors and as per the recommendation of the Nomination and Remuneration Committee, recommends passing of the Special Resolution in relation to re-appointment of the above mentioned Directors as Independent Directors for another term of five consecutive years to hold office upto the conclusion of the 27<sup>th</sup> Annual General Meeting, for the approval by the shareholders of the Company.

Except Mr. Srinivasan Kodi Raghavan and Mr. Rivkaran Singh Chadha, being appointees and their relatives, none of the Directors, other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 & 5 of the accompanying Notice of the Annual General Meeting. Mr. Srinivasan Kodi Raghavan and Mr. Rivkaran Singh Chadha, are not related to any Director of the Company.

**Item No. 6:**

Mr. Padmanabha Gopal Aiyar (DIN: 02722981) was appointed as an Independent Non-Executive Director of the Company by the members at the 17<sup>th</sup> Annual General Meeting of the Company held on December 24, 2014 for a period of five consecutive years and to hold office upto the conclusion of this Annual General Meeting.

As per Section 149(10) of the Act, an Independent Non-Executive Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI Listing Regulations, Mr. Padmanabha Gopal Aiyar, being eligible and offering himself for re-appointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of five consecutive years from the conclusion of this Annual General Meeting upto the conclusion of 27<sup>th</sup> Annual General Meeting.

Further, as per Regulation 17(1A) of the SEBI Listing Regulations, as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, inter alia states that "no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment." Therefore, Mr. G. P. Aiyar, aged 82 years requires approval of the members by way of special resolution to be re-appointed as an Independent Non-Executive Director.

Mr. G. P. Aiyar, is a practicing advocate in Bombay High Court. He has expertise knowledge in Civil Law and industrial arbitration matters. He also has extensive knowledge in legal matters pertaining to co-operative society. He is an asset to the Company which adds diversity and enriched points of view in the Board's discussions. The Board of Directors is of the opinion that Mr. G. P. Aiyar is a person of integrity, possess relevant expertise and vast experience and his association as a Independent Non-Executive Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. Moreover, under his valuable guidance, the

Company has delivered good payoffs to all stakeholders in the form of sound governance practices and the like. Further, his association supports a good balance in the composition of the Board.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of the above mentioned Director as an Independent Non-Executive Director.

Accordingly, the Board, based on the performance evaluation of the Independent Director and as per the recommendation of the Nomination and Remuneration Committee, recommends passing of the Special Resolution in relation to re-appointment of the above mentioned Director as an Independent Non-Executive Director for another term of five consecutive years to hold office upto the conclusion of the 27<sup>th</sup> Annual General Meeting, for the approval by the shareholders of the Company.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Padmanabha Gopal Aiyar fulfils the conditions specified under Section 149 (6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, except Saturdays and national holidays, upto and including the date of Annual General Meeting of the Company i.e. September 30, 2019.

Brief resume of the above Director, nature of his expertise in specific functional areas and name of companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationship between director inter-se as stipulated under SEBI Listing Regulations, are provided in the Annexure to the Notice to the Annual General Meeting.

Except Mr. Padmanabha Gopal Aiyar, being appointee and his relatives, none of the Directors, other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 of the accompanying Notice of the Annual General Meeting. Mr. Padmanabha Gopal Aiyar is not related to any Director of the Company.

**Item No. 7:**

Dr. (Mrs.) Hemalatha Thiagarajan (DIN: 07144803), aged 70 years, was appointed as an Independent Non-Executive Director of the Company by the members at the 18<sup>th</sup> Annual General Meeting of the Company held on December 24, 2015 for a period of five consecutive years to hold office w.e.f. March 31, 2015 upto March 30, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of the Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI Listing Regulations,



Dr. (Mrs.) Hemalatha Thiagarajan, being eligible for re-appointment as an Independent Non-Executive Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of five consecutive years to hold office w.e.f. March 31, 2020.

Further, as per Regulation 17(IA) of the SEBI Listing Regulations, as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, inter alia states that "no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment", a Company can appoint a person or continue the directorship of any person as an Independent Non-Executive Director who has attained the age of 75 years only with the approval of the shareholders through a special resolution.

Dr. (Mrs.) Hemalatha Thiagarajan will attain the age of 75 years during her term of re-appointment. Hence, the approval of the Members is sought for re-appointment of Dr. (Mrs.) Hemalatha Thiagarajan as an Independent Non-Executive Director for the second term of Five Years and for continuation of office of a Director after the attainment of 75 years as well.

Mrs. Hemalatha has approximately 37 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.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. (Mrs.) Hemalatha Thiagarajan as an Independent Director.

Accordingly, the Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, recommends passing of the Special Resolution in relation to re-appointment of Dr. (Mrs.) Hemalatha Thiagarajan as an Independent Director for another term of five consecutive years to hold office w.e.f. March 31, 2020, for the approval by the shareholders of the Company.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. She has also given her consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Dr. (Mrs.) Hemalatha Thiagarajan fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations, for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of the Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturdays and national holidays, upto and including the date of Annual General Meeting of the Company i.e. September 30, 2019.

Brief resume of Dr. (Mrs.) Hemalatha Thiagarajan, nature of her expertise in specific functional areas and name of companies in which she holds directorship and membership/chairmanship of Board Committees, shareholding and relationship between director inter-se as stipulated under SEBI Listing Regulations, are provided in the Annexure to the Notice to the Annual General Meeting.

Except Dr. (Mrs.) Hemalatha Thiagarajan, being an appointee and her relatives, none of the Directors, other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the Annual General Meeting. Dr. (Mrs.) Hemalatha Thiagarajan is not related to any Director of the Company.

#### **Item No. 8:**

Section 186(3) of the Companies Act, 2013 (hereinafter referred to as "the Act") requires every company to obtain the members' approval through special resolution if it is proposing to –

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Board of Directors of the Company has decided to seek and obtain enabling approval of the Members pursuant to Section 186 of the Act for giving of loan, guarantee and/or providing security in connection with any loan and/or to make further investments in the securities up to an amount of ₹ 300 Crores (Rupees Three Hundred Crores Only) over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate (including its subsidiaries), from time to time, prior approval of the Members is being sought for enhancing the said limits.

The Board recommends passing of the Special Resolution as set out at Item no. 8 of the Notice.

None of the Directors/Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item no. 8 of the Notice.

#### **Item No. 9:**

Prime Focus Limited (the "Company") is carrying on the business of providing visual effect services to the media and entertainment industry (the "VFX Business") amongst other business activities and DNEG Creative Services Limited, a subsidiary of the Company ("DNEG") is inter alia, engaged in the business of providing services such as visual effects, animation and stereo conversion for feature films and television.

As a part of the restructuring of the companies and considering the prospects in the overall interest of the Group and for consolidating the VFX business under a particular group of entities, for achieving better management and operational efficiencies and also attracting investment for the VFX Business, the proposed sale of the VFX Business by the Company to DNEG as a going concern, on a slump sale basis for a lumpsum consideration upto ₹270 Crores (Rupees Two Hundred and Seventy Crores) (the "Proposed Transaction"), subject to closing adjustments, if any, was approved by the Board of Directors of the Company (the "Board"), at its meeting held on August 22, 2019 taking into consideration, the recommendation of the Audit Committee of the Company, and the Valuation Report issued M/s Ernst & Young Merchant Banking Services LLP for the Proposed Transaction.

It is proposed that as part of the transfer of the VFX Business, all the assets and liabilities (as more particularly described in the business transfer agreement proposed to be executed for the Proposed Transaction) associated with such business, shall be transferred to DNEG. Upon consummation of the Proposed Transaction, the same shall be effective in accordance with the terms thereof, subject to the approval of the Members of the Company. In terms of the provisions of Section 180(1)(a), Section 188 and other applicable provisions (if any) of the Companies Act, 2013 (the "Act") and the relevant rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, read with Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (the "Listing Regulations"), the consent of the Members would be required in accordance with the provisions thereof, for the Proposed Transaction.

In this regard, Members are requested to note that in accordance with the provisions of Section 180(1)(a) of the Act, *inter alia*, any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company, requires the approval of members of the company by way of a special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20 % of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Further, the expression "substantially the whole of the undertaking" for the purposes of Section 180(1)(a) of the Act, in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. As such, the VFX Business constitutes an undertaking of the Company and since its disposal to DNEG as part of the Proposed Transaction, would amount to a sale and disposal of the 'whole of the undertaking' for the purposes of Section 180(1)(a) of the Act, an approval of the shareholders of the Company is required thereunder, by way of a special resolution.

Further, as per Section 188 of the Act, *inter alia*, if a sale, purchase or supply of any goods or material between a company and its related party, amounts to 10% or more of the turnover of the relevant company or ₹ 100 crores, whichever is lower, approval of the shareholders of such company, by way of ordinary resolution, is required for such a transaction. As such, DNEG, being a subsidiary of the Company, is a 'related party' of the Company, as defined under Section 2(76) of the Act, and, since the consideration for the Proposed Transaction, being upto ₹ 270 Crores (Rupees Two Hundred and Seventy Crores), would exceed the threshold of ₹ 100 Crores (Rupees One Hundred Crores), an approval of the shareholders of the Company is required for the proposed transaction under section 188 of the Act, by way of an ordinary resolution. Further, as per Regulation 23 of the Listing Regulations, if a related party transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, such related party transaction is considered to be a material related party transaction and requires approval of the shareholders of such company, by way of an ordinary resolution. As such, the Proposed Transaction would exceed 10% of the annual consolidated turnover of the Company as per its audited financial statements for the financial year 2018-2019 and therefore, would require the approval of the shareholders of the Company by way of an ordinary resolution, in terms of Regulation 23 of the Listing Regulations.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, is also

set out below for the consideration of the Members of the Company:

- (a) Name of the related party and nature of relationship: DNEG Creative Services Limited, a subsidiary of the Company.
- (b) Name of the Director or Key Managerial Personnel who is related, if any: None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.
- (c) Nature, material terms, monetary value and particulars of the contract or arrangement: The Proposed Transaction entails transfer of the Company's VFX Business to DNEG, which is an indirect subsidiary of the Company, as a going concern and on a slump sale basis for a lumpsum consideration upto ₹ 270 Crores (Rupees Two Hundred and Seventy Crores), subject to closing adjustments, if any, by way of business transfer agreement to be executed for this purpose.
- (d) Any other information relevant or important for the Members to take a decision on the proposed resolution:
  - (i) The amount and percentage of the turnover or revenue or income and net worth contributed by the unit or division of the listed entity during the last financial year: Revenue of ₹ 43.77 crores (1.7% of consolidated revenue)  
Net Assets of ₹ 12.75 crores (2.4% of consolidated net worth of the Company for financial year 2018-19);
  - (ii) Details in brief such as size, turnover etc. of the entities involved in the slump sale:
    - a) The Company (being the seller) had a turnover (on a Standalone basis) of ₹ 162.09 crores and networth of ₹ 1,119.76 crores during the financial year 2018-19; and
    - b) DNEG (being the buyer) has a turnover (on a Standalone basis) of ₹ 146.74 crores and networth of ₹ 241.68 crores during the financial year 2018-19;
  - (iii) The expected date of completion of sale/disposal: On completion of the conditions precedent as per the business transfer agreement;
  - (iv) Whether the Proposed Transaction is undertaken on arm's length basis: Yes, the Proposed Transaction is undertaken on an arm's length basis;
  - (v) Brief details of change in shareholding pattern (in any) of the Company: Not applicable.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

There is no promoter, director, manager or key managerial personnel of the Company, who holds 2% or more of the paid-up share capital of DNEG.

The Board accordingly recommends passing the resolution as set out at Item no. 9 in the accompanying notice for the approval of shareholders of the Company as a Special Resolution.

**By Order of the Board of Directors**

**Parina Shah**  
**Company Secretary**  
**ACS 18061**

Place: Mumbai  
Date : August 22, 2019

**Registered Office:**

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

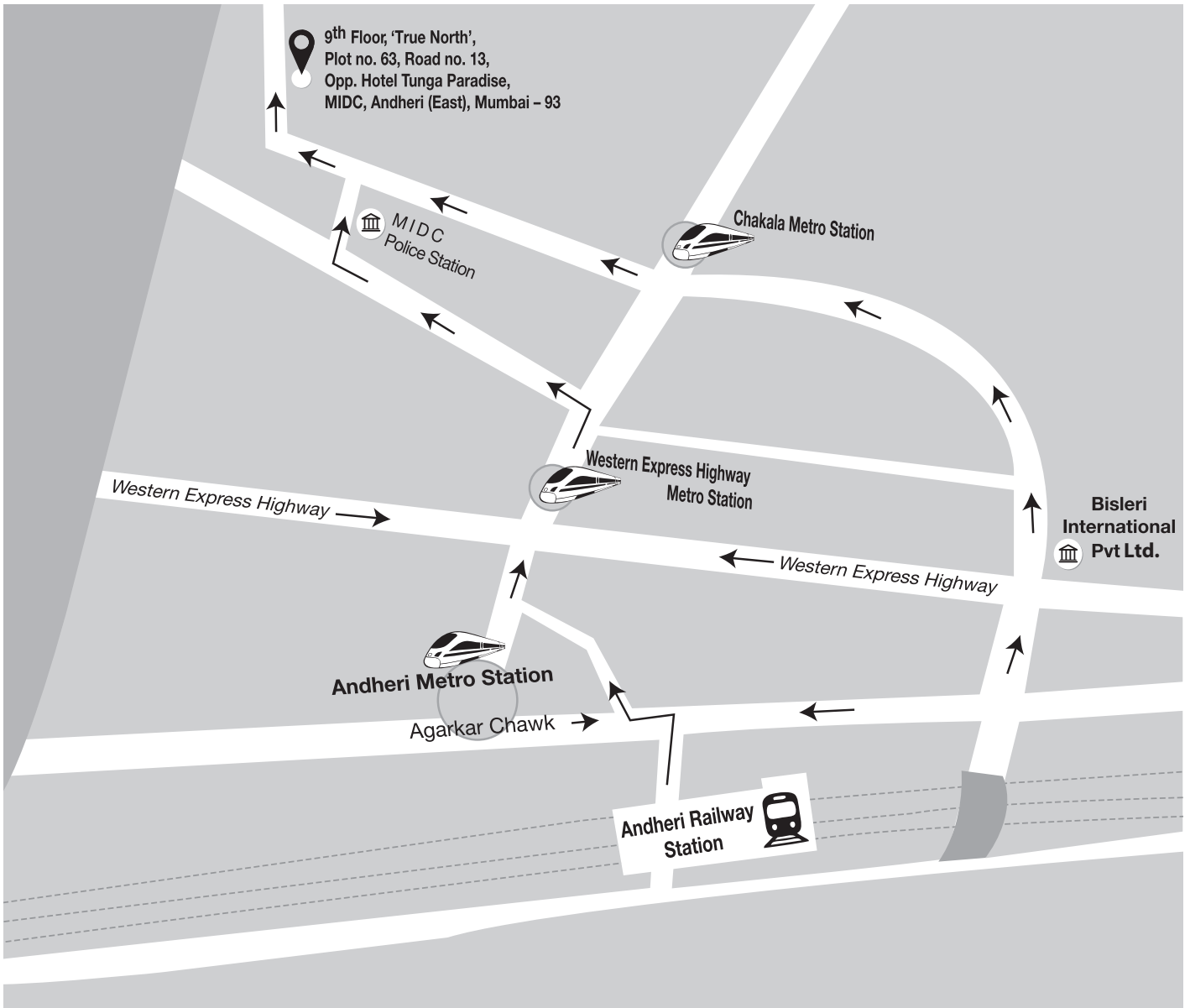
## ANNEXURE TO THE NOTICE

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

Name of the Director	Mr. Namit Malhotra	Mr. Padmanabha Gopal Aiyar
DIN	00004049	02722981
First date of appointment as Director	Since incorporation	July 03, 2009
Date of Birth	April 02, 1976	December 04, 1936
Age	43	82
Qualifications	B.Com	LL.B.
Brief resume & Expertise in Specific Functional Areas	As the founder of Prime Focus, Namit has been responsible for the strategy, growth and success of Prime Focus from its modest beginnings in Mumbai in 1997 to its current position as the world's largest independent and integrated media services powerhouse. Namit's perpetual optimism and entrepreneurial spirit is written throughout the Prime Focus identity. Actively seeking out projects that will expand the strengths of the company, and challenge its team to push themselves to the next level, Namit is devoted to nurturing talent and ambition, and to delivering his clients worldclass creative and technical services, and intelligent financial solutions. Namit is the poster boy of Indian entrepreneurship in Hollywood.	Mr. Aiyar is a practicing advocate in Bombay High Court. He has expertise knowledge in Civil Law and industrial arbitration matters. He also has extensive knowledge in legal matters pertaining to co-operative society.
Names of other Companies in which the person holds the directorship (Excludes Private Companies, Foreign Companies, Companies formed under Section 8 of the Companies Act 2013) *Subsidiary of Prime Focus Limited	*Prime Focus Technologies Limited	i. *DNEG India Media Services Limited (formerly known as Gener8 India Media Services Limited) ii. *DNEG Creative Services Limited (formerly Known as DNEG Creative Services Private Limited)
Chairmanship / Membership of Committees of the board (Committees of the board include only audit committee and Stakeholders Relationship Committee)	Nil	i. <b>Prime Focus Limited:</b> Audit Committee - Member ii. <b>DNEG India Media Services Limited (formerly known as Gener8 India Media Services Limited)</b> Audit Committee - Member iii. <b>DNEG Creative Services Limited (formerly known as DNEG Creative Services Private Limited)</b> Audit Committee - Member
Remuneration last drawn by such person	₹ 5,000,004/- p. a.	No compensation paid except Sitting Fees
Remuneration sought to be paid	No compensation to be paid except Sitting Fees	No compensation to be paid except Sitting Fees
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company	Mr. Namit Malhotra is a promoter of the Company. Except Mr. Naresh Malhotra and Mr. Namit Malhotra who are related to each other by way of father and son relationship, none of the other Directors, Manager, Key Managerial Personnel of the company are related to Mr. Namit Malhotra.	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the company
No. of shares held in the company as on the date of notice	14,900,000 Equity Shares of ₹1/- each	Nil
The number of Meetings of the Board attended during the financial year 2018-19	3	2

Name of the Director	Mr. Srinivasan Kodi Raghavan	Mr. Rivkaran Singh Chadha	Dr. (Mrs.) Hemalatha Thiagarajan
DIN	00012449	00308288	07144803
First date of appointment as Director	February 19, 2004	September 29, 2006	March 31, 2015
Date of Birth	August 30, 1967	August 17, 1976	April 11, 1949
Age	52	43	70
Qualifications	CA and CMA	MBA	B.Sc., M.Sc., M.Phil. and Ph.D.
Brief resume & Expertise in Specific Functional Areas	Mr. Srinivasan is a Chartered Accountant and a Cost Accountant and has extensive experience in the fields of Internal, Statutory and Management Audits, Corporate Laws, Taxation Laws, Financial Consultancy, and Costing and Management Information Services.	Mr. Rivkaran is an MBA in Finance from Cardiff University, England and Wales. He has expertise in providing valuable inputs in the framing and implementation of financial strategies.	Mrs. Hemalatha has approximately 37 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.
Names of other Companies in which the person holds the directorship (Excludes Private Companies, Foreign Companies, Companies formed under Section 8 of the Companies Act 2013) *Subsidiary of Prime Focus Limited	Nil	i. *DNEG India Media Services Limited (formerly known as Gener8 India Media Services Limited) ii. *DNEG Creative Services Limited (Formerly Known as DNEG Creative Services Private Limited) iii. *Prime Focus Production Services Private Limited iv. *GVS Software Private Limited v. *Prime Focus Technologies Limited vi. *PF Digital Media Services Limited (formerly known as Prime Focus 3D India Private Limited) vii. *Prime Focus Motion Pictures Limited	Nil
Chairmanship / Membership of Committees of the board (Committees of the board include only audit committee and Stakeholders Relationship Committee)	i. <b>Prime Focus Limited:</b> a. Audit Committee - Member b. Stakeholders' Relationship Committee - Member	i. <b>Prime Focus Limited:</b> a. Audit Committee - Chairman b. Stakeholders' Relationship Committee - Chairman ii. <b>DNEG India Media Services Limited (formerly known as Gener8 India Media Services Limited)</b> Audit Committee - Chairman iii. <b>DNEG Creative Services Limited (formerly known as DNEG Creative Services Private Limited)</b> Audit Committee - Chairman iv. <b>Prime Focus Technologies Limited</b> Audit Committee - Chairman	Nil
Remuneration last drawn by such person	No compensation paid except Sitting Fees	No compensation paid except Sitting Fees	No compensation paid except Sitting Fees
Remuneration sought to be paid	No compensation to be paid except Sitting Fees	No compensation to be paid except Sitting Fees	No compensation to be paid except Sitting Fees
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment	Terms and Conditions as per the Board Resolution/ Shareholders Resolution for appointment
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the company	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the company	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the company
No. of shares held in the company as on the date of notice	Nil	Nil	Nil
The number of Meetings of the Board attended during the financial year 2018-19	2	5	2

# ROUTE MAP FOR 22<sup>ND</sup> ANNUAL GENERAL MEETING VENUE



9th Floor, 'True North', Plot no. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 93



## 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](http://www.primefocus.com); Email Id: [ir.india@primefocus.com](mailto:ir.india@primefocus.com)

**CIN:** L92100MH1997PLC108981

**Share Transfer Agent:** Link Intime India Pvt. Ltd., C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.

### ATTENDANCE SLIP

I/We hereby record my/our presence at the 22<sup>nd</sup> Annual General Meeting of the Company held at 9<sup>th</sup> Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093 at 10:30 a.m. on Monday, September 30, 2019.

Name and Address of the Shareholder(s)						
Name of Joint Holders (if any)		No. of Shares:				
Folio No./DP ID*/Client ID*:						
If Shareholder(s), please sign here		If Proxy, please mention name and sign here				
		<table border="1"><tr><td>Name of Proxy</td><td>Signature</td></tr><tr><td></td><td></td></tr></table>	Name of Proxy	Signature		
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

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### ELECTRONIC VOTING PARTICULARS

<b>Electronic Voting Sequence Number (EVSN)</b>	<b>*Default Sequence Number</b>
<b>190831048</b>	

\* 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 Thursday, September 26, 2019 at 9:00 a.m. (IST) and ends on Sunday, September 29, 2019 at 5:00 p.m. (IST). E-voting shall be disabled by CDSL at 5:00 p.m. (IST) on Sunday, September 29, 2019 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

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CIN: L92100MH1997PLC108981

Share Transfer Agent: Link Intime India Pvt. Ltd., C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400052

## (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 :	.....
DP ID :	.....
Folio No. / Client ID No. :	.....

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

- Name : ..... Email ID : .....  
Address : .....  
Signature : ....., or failing him/her
- Name : ..... Email ID : .....  
Address : .....  
Signature : ....., or failing him/her
- 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 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 10:30 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 indicated below:

Sr. No.	RESOLUTIONS	Vote*	
		For	Against
<b>Ordinary business</b>			
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 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 March 31, 2019 and the Report of Auditors thereon.		
2	To appoint a Director in place of Mr. Namit Malhotra (DIN: 00004049), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To re-appoint the Statutory Auditors and fix their remuneration		
<b>Special Business</b>			
4	To re-appoint Mr. Srinivasan Kodi Raghavan (DIN: 00012449) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013		
5	To re-appoint Mr. Rivkaran Singh Chadha (DIN: 00308288) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013		
6	To re-appoint Mr. Padmanabha Gopal Aiyar (DIN: 02722981), who has attained the age of Seventy Five years, as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013		
7	To re-appoint Dr. (Mrs.) Hemalatha Thiagarajan (DIN: 07144803) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013		
8	To consider and approve increase in the limits for investments, loans, guarantees and security of the Company under Section 186 of the Companies Act, 2013		
9	To consider and approve the Sale of VFX business undertaking of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019 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, either in person or through post, not less than 48 hours before the commencement of the Meeting.
- A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Member.
- 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.
- Appointing a Proxy does not prevent a member from attending the meeting in person if he / she so wishes.
- In the case of joint holders, the signature of any one holding will be sufficient, but names of all the joint holders should be stated.