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September 7, 2020

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

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

Sub: Notice of 23rd 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 23rd Annual General Meeting of the Members of the Company is scheduled to be held on **Wednesday, September 30, 2020 at 03:00 P.M.** ("IST"), through Video Conferencing / Other Audio Visual Means ("VC/OA VM") facility in compliance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020, 17 /2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular").

We hereby enclose the Notice of 23rd Annual General Meeting.

Kindly acknowledge the receipt and take the same on records.

Thanking You,

Yours Faithfully,
For Prime Focus Limited

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; Email Id: ir.india@primefocus.com

NOTICE

NOTICE is hereby given that the **TWENTY-THIRD ANNUAL GENERAL MEETING of the Members of Prime Focus Limited**, will be held on **Wednesday, September 30, 2020 at 03:00 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020, 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, 2020 and the Report of Auditors thereon.

2. To appoint a Director in place of Mr. Ramakrishnan Sankarnarayanan (DIN-02696897) who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS

3. To appoint Mr. Jai Anshul Ambani (DIN: 08054558) as a Non-Executive Director of the Company

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 pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Jai Anshul Ambani (DIN: 08054558)**, who was appointed as an Additional Director (Nominee on behalf of Reliance MediaWorks Financial Services Private Limited) of the Company at the Board meeting held on November 14, 2019 who holds office upto the date of ensuing Annual General Meeting 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.

RESOLVED FURTHER THAT any of the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Parina Shah

Company Secretary

ACS 18061

Place: Mumbai

Date: July 31, 2020

Registered Office:

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

CIN: L92100MH1997PLC108981

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 set out above and details as required under Regulation 26 (4) and Regulation 36 (3) of the SEBI (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. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were re-appointed in the Annual General Meeting held on September 30, 2019.

3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video conferencing/other audio visual means("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
4. **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.** Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to scrutiner at shilparayassociates@gmail.com and copy marked to the Company at ir.india@primefocus.com.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive).
8. In case of joint holders, the 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 at the AGM.
9. Members desirous of getting any information in relation to the Company's Annual Report 2019-20 or who would like to express their views / have questions are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Company Secretary of the Company through e-mail on ir.india@primefocus.com. These queries will be replied to by the company suitably by email.
10. 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.
11. 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.
12. 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.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.primefocus.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.

Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

For any communication, the Members may also send requests to the Company's email ID: ir.india@primefocus.com.

13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. 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 and other relevant documents referred to in this Notice and the Explanatory Statement shall be available for inspection through electronic mode. Members are requested to write to the Company on ir.india@primefocus.com up to the date of the AGM i.e. September 30, 2020 for inspection of said documents.
15. 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 MCA 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.
16. 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.
17. The Board of Directors has appointed Ms. Shilpa Ray of Shilpa Ray & Associates, Practicing Company Secretaries (Membership No. FCS-5936, CP No. 5311) as the

Scrutinizer to scrutinize the E- voting process in a fair and transparent manner.

18. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
19. 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 for details of unclaimed shares transferred to IEPF please refer company's website viz www.primefocus.com. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.

Instructions for e-voting and joining the AGM are as follows:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.primefocus.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

- (i) The period for remote e-voting starts on Saturday, September 26, 2020 at 09.00 a.m. (IST) and ends on Tuesday, September 29, 2020 at 5:00 p.m. (IST) E-voting shall be disabled by CDSL at 5:00 p.m. (IST) on September 29, 2020 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 Wednesday, September 23, 2020 (end of day) i.e. cut-off date, may cast their vote electronically.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/ Members module.
- (iv) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/ RTA or contact the Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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"> • 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).

- (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.**

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ir.india@primefocus.com or rnt.helpdesk@linkintime.co.in respectively.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ir.india@primefocus.com or rnt.helpdesk@linkintime.co.in respectively.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ir.india@primefocus.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ir.india@primefocus.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such

shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(i) **Note for Non - Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

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 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 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ir.india@primefocus.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex,

Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Instructions:

19. The period for e-voting starts on Saturday, September 26, 2020 at 9:00 a.m. (IST) and ends on Tuesday, September 29, 2020 at 5:00 p.m. (IST) E-voting shall be disabled by CDSL at 5:00 p.m. (IST) on Tuesday, September 29, 2020 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 Wednesday, September 23, 2020 (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. The Members who have cast their vote by remote e-voting prior to the AGM may also participate the AGM through VC/OAVM but shall not be entitled to cast their vote again. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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, or through e-voting at the AGM.

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 the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The Result of the voting declared along with the Scrutinizer Report shall be placed on the website of the Company i.e. www.primefocus.com and on the website of the CDSL i.e. www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

22. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e Wednesday, September 30, 2020.
23. Since the AGM will be held through VC / OAVM, the Route Map of the venue of the AGM is not annexed in this Notice.

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

As required under Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item No.3 accompanying the Notice. The Board of Directors has considered and decided to include the said item given above as Special Business in the forthcoming AGM, as it is unavoidable in nature.

Item No. 3:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee had appointed Mr. Jai Anshul Ambani (DIN: 08054558) as an Additional Director (Nominee on behalf of Reliance MediaWorks Financial Services Private Limited) with effect from November 14, 2019. In accordance with the provisions of Section 161 of the Act, Mr. Jai Anshul Ambani 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 a consent in writing to act as director in Form DIR-2 pursuant to Section 152 (5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164 (2) of the Act confirming his eligibility for such appointment, from Mr. Jai Anshul Ambani. The Company has received a declaration to the effect that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature for appointment as a Director of the Company.

Brief Profile of Mr. Jai Anshul Ambani, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities in which he hold the directorship and the membership of Committees of the board and shareholding thereof as stipulated under Regulation 36 of SEBI Listing Regulations, 2015 and details as required under SS-2 (Secretarial Standard 2 on "General Meetings") are furnished and forms part of the Notice and the Board recommends the Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Mr. Jai Anshul Ambani is interested in the resolution with regard to his appointment and the relatives of the above Director may be deemed to be interested in the resolution respectively to the extent of shareholding, if any, in the Company.

Save and except the above, none of the Directors, Manager and Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

By Order of the Board of Directors

**Parina Shah
Company Secretary
ACS 18061**

Mumbai, July 31, 2020

Registered Office:
Prime Focus House, Linking Road,
Opp. Citi Bank, Khar West,
Mumbai - 400 052
CIN: L92100MH1997PLC108981

ANNEXURE TO THE NOTICE

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

Name of the Director	Mr. Ramakrishnan Sankaranarayanan	Mr. Jai Anshul Ambani
DIN	02696897	08054558
First date of appointment as Director	October 11, 2011	November 14, 2019
Date of Birth	October 14, 1970	September 7, 1995
Age (in yrs)	49	24
Qualifications	Engineering graduate and an MBA	Bachelors Degree in Business Management
Brief resume & Expertise in Specific Functional Areas	Mr. Ramakrishnan Sankaranarayanan is B.E, MBA and has a wide experience in performing technical, strategy, customer service, marketing, sales and general management roles in the IT industry. He has specific experience in deployment of technology within the Media & Entertainment sector.	Mr. Jai Anshul Ambani has graduated in December, 2018 from New York University, Stern School of Business, and earned a Bachelors Degree in Business Management. Prior to that, Anshul was at the American School, and graduated in 2014 completing his IS program.
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)	<ul style="list-style-type: none"> i. *Prime Focus Production Services Private Limited (formerly known as Prime Focus Visual Effects Private Limited) ii. *GVS Software Private Limited iii. *Apptarix Mobility Solutions Private Limited iv. Prime Focus Technologies Limited v. PF Digital Media Services Limited (formerly known as Prime Focus 3D India Private Limited) vi. Prime Focus Motion Pictures Limited *Subsidiary of Prime Focus Limited	<ul style="list-style-type: none"> i. Reliance Nippon Life Insurance Company Limited ii. Reliance Defence Limited iii. Dassault Reliance Aerospace Limited
Chairmanship / Membership of Committees of the board (Committees of the board include only audit committee and Stakeholders Relationship Committee)	Nil	<ul style="list-style-type: none"> i. Prime Focus Limited: <ul style="list-style-type: none"> a. Audit Committee - Member b. Stakeholders' Relationship Committee - Member
Remuneration last drawn by such person	Nil	No compensation paid except Sitting Fees
Remuneration sought to be paid	Nil	No compensation to be paid except Sitting Fees
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution	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. of shares held in the company as on the date of notice	50 Equity Shares of Re. 1/- each	Nil
The number of Meetings of the Board attended during the financial year 2019-20	5	0#

Mr. Jai Anshul Ambani was appointed as an additional director on November 14, 2019