



November 27, 2018

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,
PhirozeJeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.:22723121/2037/2039

Ref.: Scrip Code: BSE – 532748/NSE - PFOCUS

Sub: Dispatch of Postal Ballot Notice and Newspaper advertisement for completion of Postal Ballot Notice along with Postal Ballot Form

Dear Sir(s),

This is to inform you that pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Postal Ballot Notice along with Postal Ballot Form has been dispatched to all the Members whose names appeared in the Register of Members/ Records of Depositories as on the cut-off date i.e Friday, November 16, 2018, for seeking approval of the Members of the Company by Postal Ballot, including e-voting by electronic means in the following matters:

- 1) Ordinary Resolution: Disposal of investment held by the Company in Gener8 India Media Services Limited (its wholly owned subsidiary) to DNEG Creative Services Private Limited (Formerly known as Prime Focus World Creative Services Private Limited).
- 2) Special Resolution: Amendment of the Articles of Association of the Company

The Voting period shall commence from Tuesday, November 27, 2018 at 9.00 a.m. (IST) and ends on Wednesday, December 26, 2018 by 5.00 p.m. (IST).

We are enclosing herewith the Postal Ballot Notice along with Postal Ballot Form and the same is uploaded on the website of the Company at www.primefocus.com.

The Notice was published in Newspapers named as "Business Standard" and "Pudhari" on November 27, 2018, for completion of dispatch of Postal ballot Notice and Form on November 26, 2018 and the clipping of the same is enclosed herewith.

Kindly take the same on record and acknowledge the receipt.

Thanking you.

Yours Faithfully,
For Prime Focus Limited

Parina Shah
Parina Shah
Company Secretary



Encl.: a/a



PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Opp. CITI Bank, Linking Road, Khar (West), Mumbai- 400052

Tel: +91 22 6715 5000, Fax: +91 22 6715 5001

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

CIN: L92100MH1997PLC108981

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as 'the Act'), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by way of Postal Ballot / E-voting.

The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning the resolutions and the reasons thereof as required under section 102 of the Companies Act, 2013, are annexed hereto alongwith a Postal Ballot Form (hereinafter referred to as 'the Form') and postage pre-paid envelope for your consideration.

The Board of Directors of the Company has appointed Ms. Shilpa Ray, Proprietor of Shilpa Ray & Associates, Practicing Company Secretaries, Mumbai (Membership Number FCS 5936) as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by means of physical Postal Ballot Form or through E-voting. Members desiring to exercise their vote by means of physical Postal Ballot Form are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer at Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 not later than the close of working hours, i.e. 5:00 p.m. on Wednesday, December 26, 2018. Postal Ballot Forms received after 5:00 p.m. on Wednesday, December 26, 2018 will be treated as "invalid". Pursuant to section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is also providing E-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit the report to the Chairman of the Company or any other person authorised by him after the completion of scrutiny of physical Postal Ballot Forms /E-Voting but not later than two days from the date of conclusion of Postal Ballot process, and the result of Postal Ballot (including voting through electronic means) will be announced on or before Friday, December 28, 2018, by or before 5:00 p.m. at the Registered Office of the Company and also by placing the same on the Company's website: www.primefocus.com. The results will simultaneously be communicated to the Stock Exchanges and shall also be placed on website of CDSL.

SPECIAL BUSINESS

Item No. 1

Disposal of investment held by the Company in Gener8 India Media Services Limited (its wholly owned subsidiary) to DNEG Creative Services Private Limited (Formerly known as Prime Focus World Creative Services Private Limited):-

To consider and if thought fit, to give assent / dissent, to the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time) (the "Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (the "Board, which shall deem to include any Committee which the Board of Directors may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) and subject to the Memorandum and Articles of Association of the Company and necessary approvals, consents, permissions and sanctions required, if any, from any concerned authorities and subject to such terms, conditions, amendments or modifications as may be prescribed by any such concerned authorities, the consent and ratification of the Members of the Company be and is hereby accorded to the Board with respect to the sale of 9,78,70,000 (Nine Crores Seventy Eight Lakhs Seventy Thousand) equity shares of Rs. 10/- each of Gener8 India Media Services Limited ("Gener8") by the Company representing the entire 100% (One Hundred Percent) shareholding held and owned by the Company in its wholly owned subsidiary Gener8, to DNEG Creative Services Private Limited (Formerly known as Prime Focus World Creative Services Private Limited) (a subsidiary of the Company), being a 'related party' of the Company, within the meaning of Section 2(76) of the Act, pursuant to a share transfer, either in whole or in part, in one or more tranches, for an aggregate consideration not exceeding Rs. 1,30,98,00,000/- (Rupees One Hundred and Thirty Crores and Ninety Eight Lakhs only), on such terms and conditions and with such modifications as the Board may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including the power to sub-delegate and take all necessary steps as it may in its absolute discretion and 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.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

Item No.2

Amendment of the Articles of Association of the Company:-

To consider and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time)(the "Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the approval of Board of Directors of the Company (the "Board, which shall deem to include any Committee which the Board of Directors may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) and subject to the provisions of the Memorandum and Articles of Association of the Company and necessary approvals, consents, permissions and sanctions required, if any, from any concerned authorities and subject to such terms, conditions, amendments or modifications as may be prescribed by any such concerned authorities, the consent of the Members of the Company be and is hereby accorded to the Board with respect to the amendment of the Articles of Association of the Company to delete the provisions of Part IV thereof.

RESOLVED FURTHER THAT the Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary and desirable, including executing all such documents and writings, as they may in their absolute discretion deem necessary or incidental thereto, paying such fees and incurring such expenses in relation thereto, and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the foregoing Resolution and to file such documents, forms, etc., as required under the applicable laws, with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed necessary, proper or expedient to give effect to this Resolution."

**By Order of the Board of Directors
For Prime Focus Limited**

**Parina Shah
Company Secretary**

Mumbai, November 13, 2018

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out material facts in respect of the business specified above is appended hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with Registrars and Transfer Agent of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.

3. The Notice is being sent to all the Members, whose names appeared in the Register of Members / Record of Depositories on Friday, November 16, 2018. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, November 16, 2018.
5. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: www.primefocus.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, December 26, 2018.
6. Members can opt for only one mode of voting i.e. either by Postal Ballot Form or through e-voting. In case Members cast their votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered as invalid.
7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
8. The resolution, if passed by the requisite majority shall be deemed to have been passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Wednesday, December 26, 2018.
9. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. from the date hereof up to Wednesday, December 26, 2018.
10. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s) for sending future communication(s) in electronic form.

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

1. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, not later than close of working hours i.e. 5.00 P.M., on Wednesday, December 26, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
3. Member who has not received Postal Ballot Form may write to the Company or the Registrar and Transfer agent of the Company for obtaining a duplicate/additional form.
4. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

E-Voting Facility

The business as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 the facility of voting through electronic means will be offered by Central Depository Services (India) Limited (CDSL) to its Members to cast their votes electronically.

A person whose name appears in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, November 16, 2018 shall be entitled to avail the facility of e-voting.

The Company has appointed Ms. Shilpa Ray, Proprietor of Shilpa Ray & Associates Practicing Company Secretaries, Mumbai (Membership Number FCS 5936), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner

Instructions to Members for e-voting are as under:

- i. The voting period begins on Tuesday, November 27, 2018 at 9.00 a.m. and ends on Wednesday, December 26, 2018 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, November 16, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on Shareholders / Members.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (Mentioned in the Postal Ballot Form) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. 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).

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

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x. Click on the EVSN for "PRIME FOCUS LIMITED".
 - xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xvii. 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.
 - xviii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details 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.
 - xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- All Grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), Marathon Futurex, 25th floor, N.M. Joshi Marg, Lower Parel – (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 1

Gener8 India Media Services Limited ("Gener8") is a wholly owned subsidiary of Prime Focus Limited (the "Company"). The paid up share capital of Gener8 consists of 9,78,70,000 (Nine Crores Seventy Eight Lakhs Seventy Thousand) equity shares of Rs. 10/- each, held entirely by the Company. As a part of restructuring of the subsidiaries and considering the prospects in overall interest of the Company, the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers) at its Meeting held on October 30, 2018, after the recommendation of the Audit Committee of the Company, has approved divestment of the entire shareholding of the Company held in Gener8 in favour of DNEG Creative Services Private Limited ("DNEG"), (Formerly known as Prime Focus World Creative Services Private Limited), a subsidiary of the Company (the "Divestment").

Further, Members of the Company are requested to note that as per the first proviso to Section 188(1) of the Companies Act, 2013, read with the rules prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time) (the "Act"), where the 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 Rs. 100 crore, whichever is lower, approval of the shareholders of such company, by way of ordinary resolution, would also be required for such a transaction. DNEG, being an indirect subsidiary of the Company, is a related party of the Company as defined under Section 2(76) of the Act, and, since the sale value under the Divestment exceeds 10% of the turnover of PFL an approval of the shareholders of the Company is required for the Divestment under Section 188(1) of Act.

Further, provisions of Section 188(3) of the Act also provide that any contract or arrangement entered into under Section 188(1) may be ratified by the Board or, as the case may be, by the shareholders, at a meeting within three months from the date on which such contract or arrangement was entered into.

The aggregate consideration for the Divestment is upto Rs. 1,30,98,00,000/- (Rupees One Hundred and Thirty Crores and Ninety Eight Lakhs only). Pursuant to the Divestment, the Company ceases to have any direct ownership interest in Gener8.

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 is a (indirect) subsidiary of the Company;
- (b) **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Rivkaran Chadha and Mr. Padmanabha Gopal Aiyar, Directors of the Company are Directors of DNEG;
- (c) **Nature, material terms, monetary value and particulars of the contract or arrangement:** The Divestment is for a sale of 100% of the paid up equity share capital of Gener8 by the Company to DNEG, for a lump sum consideration not exceeding Rs. 1,30,98,00,000 (Rupees One Hundred and Thirty Crores and Ninety Eight Lakhs only), a part of which consideration has been received in advance by the Company from DNEG; and
- (d) **Any other information relevant or important for the members of the Company to take a decision on the proposed resolution:** Gener8 is not a 'material subsidiary' of the Company. Further, Gener8 would become an indirect subsidiary of the Company from a wholly owned subsidiary, pursuant to the Divestment.

Apart from the Directors as referred above, none of the Promoters, Directors, 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.

The Board recommends the passing of the resolution as set out at Item No. 1 in the accompanying notice for the approval of shareholders of the Company as an Ordinary Resolution, in terms of Section 188(1), 188(3) and other provisions of the Act, and other applicable laws.

Item No. 2

The existing Articles of Association of the Company contain the provisions of the Debenture Trust Deed dated November 5, 2012 as amended by the Memorandum for change of trustee cum Modification to Debenture trust deed dated March 16, 2018 and executed between the Company, Mr. Namit Malhotra, Mr. Naresh Malhotra, Unit Trust of India Investment Advisory Services Limited and SBICAP Trustee Company Limited, in respect of issuance of zero coupon unsecured redeemable non-convertible debentures (the "NCDs"), to the initial debenture holder i.e. Standard Chartered Private Equity (Mauritius) Limited (the "Debenture Holder"), in the manner specified thereunder (the "Debenture Trust Deed").

All outstanding NCDs (Series A and Series B) issued by the Company to the Debenture Holder stand redeemed by the Company on October 4, 2017 and November 2, 2018 respectively, in accordance with the terms and conditions of the Debenture Trust Deed.

Therefore, the terms and conditions of the Debenture Trust Deed as contained in Part IV of the existing Articles of Association of the Company are no longer of any consequence and effect.

It is accordingly proposed that the existing Articles of Association, be amended (the "Modified Articles of Association"), to delete Part IV of the existing Articles of Association.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the Company is required by special resolution for amendment to the Articles of Association of a company, and accordingly approval of the shareholders of the Company is being sought for amending the existing Articles of Association of the Company to delete Part IV thereof.

A copy of the Modified Articles of Association of the Company to be adopted, is available for inspection of the members of the Company, at its registered office during regular business hours on all working days from the date of dispatch of the notice upto the last day of voting i.e. Wednesday, December 26, 2018 and is also available on the website of the Company at www.primefocus.com.

None of the Promoters, Directors and Key Managerial Personnels 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.

The Board recommends the passing of the resolution as set out at Item No. 2 in the accompanying notice for the approval of shareholders of the Company as a Special Resolution, in terms of Section 14 and other provisions of the Act, and other applicable laws.

**By Order of the Board of Directors
For Prime Focus Limited**

**Parina Shah
Company Secretary**

Mumbai, November 13, 2018

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



PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Opp. CITI Bank, Linking Road, Khar (West), Mumbai- 400052

Tel: +91 22 6715 5000, Fax: +91 22 6715 5001

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

CIN: L92100MH1997PLC108981

POSTAL BALLOT FORM

Name(s) and Registered Address of the Sole / First named Member	
Name(s) of the Joint Member(s) if any	
Registered Folio No. / DP ID No. - Client ID No*: (*Applicable to Investors holding Shares in Dematerialized form)	
Number of Share(s) held:	

I / We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated November 13, 2018 of the Company by conveying my / our assent or dissent to the said resolution(s) by placing (✓) mark in the relevant box as stated herein below:

Sr. No.	Description of Resolution	No. of Equity Share(s) held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Disposal of investment held by the Company in Gener8 India Media Services Limited (its wholly owned subsidiary) to DNEG Creative Services Private Limited (Formerly known as Prime Focus World Creative Services Private Limited)			
2.	Amendment of the Articles of Association of the company			

Place :

Date :

Email ID :

.....
(Signature of Member(s))

Note: Please read the instructions printed overleaf carefully before exercising your vote.

GENERAL INSTRUCTIONS:

Pursuant to section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modifications(s) or re-inactment(s) thereof, for the time being in force), assent or dissent of the shareholders in respect of the resolutions contained in the Postal Ballot Notice are being sought through postal ballot process.

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey in physical form. If a shareholder has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case shareholders cast their vote through both physical Postal Ballot Form and e-voting, then vote cast through e-voting shall be considered and vote cast through physical Postal Ballot shall be treated as invalid.
2. The notice of Postal Ballot is dispatched/e-mailed to the Members whose names appear on the Register of Members as on Friday, November 16, 2018 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

Instructions for voting physically in Postal Ballot Form

1. A Member desiring to exercise vote by Postal Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the Ms. Shilpa Ray, Proprietor of Shilpa Ray & Associates, Practicing Company Secretaries (Membership Number FCS 5936), at Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 so as to reach the Scrutinizer on or before Wednesday, December 26, 2018 (5:00 p.m.). Any Postal Ballot Form received after the said date and time will be treated as not having been received and the same will not be considered for the purpose of Postal Ballot.
2. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution /appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Postal Ballot Form for every folio / Client ID irrespective of the number of joint holders.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
10. Postal Ballot form received by fax will be rejected as if from the shareholders has not been received unless the original postal ballot form is received within prescribe time period.



PRIME FOCUS LIMITED
Registered Office: Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West),
Mumbai - 400 052 • Phone: 022 - 6715 5000 • Fax: 022 - 6715 5001
• Website: www.primefocus.com • Email Id.: ir.india@primefocus.com
• CIN: L92100MH1997PLC108981

NOTICE

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has on November 26, 2018 completed the dispatch of the Postal Ballot Notice, along with the Postal Ballot Form through electronic mode to the Members whose Email id are registered in the records of depository participants and through physical mode, along with the postage pre-paid self addressed envelope to the Members (whose email addresses are not registered), for seeking approval of Members for the matters as set out in the Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility to all its Members. Members are requested to note that the voting, both through postal ballot & electronic means shall commence from Tuesday, November 27, 2018 (9.00 am IST) and shall end on Wednesday, December 26, 2018 (5.00 pm IST). During this period, Members of the Company holding shares as on Friday, November 16, 2018 may cast their vote. The evoting module shall be disabled by CDSL for voting thereafter. The person who is not a member as on said cut off date should treat this notice for information purposes only.

The Board of Directors has appointed Ms. Shilpa Ray, Proprietor of Shilpa Ray and Associates, Practising Company Secretaries, Mumbai (Membership No. 5936) as a Scrutinizer for conducting the Postal Ballot (physical and evoting) in a fair and transparent manner. Members are requested to note that the duly completed postal ballot forms should reach the scrutinizer not later than 5.00 p.m. IST on Wednesday, December 26, 2018. Any physical ballot forms received after this date will not be valid and voting, whether by way of physical postal ballot form or e-Voting, shall not be allowed beyond the said date.

In case, a Member does not want to avail the e-voting facility organized by CDSL, he may send a request to the Registrar at mt.helpdesk@linkintime.co.in or write to the Company Secretary at the Registered Office for obtaining the Notice and Postal Ballot Form in physical form. Any Member who has not received the Postal Ballot Form, may apply to the Company at ir.india@primefocus.com and obtain a duplicate thereof.

In case of any queries on Postal Ballot, Members may please contact the Company Secretary of the Company at ir.india@primefocus.com and in case of any queries relating to voting by electronic means, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at www.evotingindia.com under help section or can contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), Marathon Futurex, 25th floor, N.M. Joshi Marg, Lower Parel - (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

The result of Postal Ballot shall be declared on or before Friday, December 28, 2018 on or before 5.00 p.m. (IST) at the Registered Office of the Company and will be displayed on the Company's website www.primefocus.com, besides being communicated to the Stock Exchanges on which Company's equity shares are listed. The results will also be available on the website of the CDSL at www.evotingindia.com.

By order of the Board,
For Prime Focus Limited
Sd/-
Parina Shah
Company Secretary

Place : Mumbai
Date : November 26, 2018

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मुंबई मंगळवार, २७ नोव्हेंबर २०१८

पुढारी पश्चिम महाराष्ट्र



PFL

प्राइम फोकस लिमिटेड

नोंदणीकृत कार्यालय : प्राइम फोकस हाऊस, सिटी बँकेसमोर,
लिंकिंग रोड, खार (पश्चिम), मुंबई - ४०० ०५२.

दूरध्वनी : ०२२-६७१५ ५००० फॅक्स : ०२२-६७१५ ५००१

वेबसाइट : www.primefocus.com ई-मेल आयडी : ir.india@primefocus.com
सीआयएन : L92100MH1997PLC108981

सूचना

कंपन्या कायदा, २०१३ चे अनुच्छेद ११० सहवाचन कंपनी (व्यवस्थापन व प्रशासन) नियम, २०१४ च्या नियम २२ अंतर्गत याद्वारे सूचना देण्यात येत आहे की, टपाली मतदान फॉर्मसमवेत टपाली मतदान सूचनेची पाठवणी ज्या सभासदांचे ई-मेल पत्रे प्राप्त करण्यासाठी कंपनीने टपाली मतदान फॉर्मसमवेत टपाली मतदान सूचनेची पाठवणी ज्या सभासदांचे ई-मेल पत्रे डिजिटल डिवाइसच्या नोंदीमध्ये नोंदणीकृत आहेत त्यांना इलेक्ट्रॉनिक स्वरूपात व अन्य सभासदांना (ज्यांचे ई-मेल पत्रे नोंदणीकृत नाहीत) पोस्टेज फ्री-पेड सेल्फ अड्रेस्ड एन्वेलपसमवेत प्रत्यक्ष स्वरूपात दि. २६.११.२०१८ रोजी पूर्ण केली आहे.

आपल्या सर्व सभासदांना ई-मतदान सुविधा पुरविण्यासाठी कंपनीने सेंट्रल डिजिटल डिवाइस (इंडिया) लिमिटेड (सीडीएसएल) ची सेवा नेमली आहे. सभासदांनी कृपया नोंद घ्यावी की, दोन्ही टपाली मतदान व इलेक्ट्रॉनिक साधनांद्वारे मतदान मंगळवार, दि. २७.११.२०१८ रोजी (स. ९.०० वा. भा. प्र. वे.) सुरू होईल व बुधवार, दि. २६.१२.२०१८ रोजी (साय. ५.०० वा. भा. प्र. वे.) संपेल. सदर कालावधीदरम्यान, शुक्रवार, दि. २६.११.२०१८ रोजीनुसार कंपनीचे भागधारक असलेले सभासद आपले मत देऊ शकतील. तत्पश्चात मतदानाकरिता ई-मतदानाचे मोड्यूल सीडीएसएलद्वारे अकार्यरत करण्यात येईल. निर्धारित अंतिम तारखेनुसार सभासद नसलेल्या व्यक्तींनी सदर सूचना केवळ माहितीसाठी समजावी.

टपाली मतदान (प्रत्यक्ष व ई-मतदान) निःपक्ष व प्रारदर्शक पद्धतीने पार पाडण्यासाठी संचालक मंडळाने कु. शिल्पा रे - शिल्पा रे अॅन्ड असोसिएट्सच्या प्रोप्रायटर - कार्केल कंपनी सचिव, मुंबई (सदस्यत्व क्र. ५९३६) यांची परीनरीशक म्हणून नेमणूक केली आहे. सभासदांनी कृपया नोंद घ्यावी की भरलेले टपाली मतदान फॉर्म परीनरीशकांकडे बुधवार, दि. २६.१२.२०१८ रोजी साय. ५.०० (भा. प्र. वे.) पर्यंत पोहोचविते. सदर तारखेपश्चात प्राप्त कोणतेही प्रत्यक्ष टपाली मतदान फॉर्म - प्रत्यक्ष मतदान फॉर्म वा ई-मतदानाच्या स्वरूपातील असे, सदर तारखेपश्चात त्यांना परवानगी नसेल.

सभासदांना सीडीएसएलद्वारे आयोजित ई-मतदान सुविधा प्राप्त करावयाची नसल्यास ते rnt.helpdesk@linkintime.co.in येथे विनंती पाठवू शकतील किंवा कंपनी सचिवांना नोंदणीकृत कार्यालयात सूचना व टपाली मतदान फॉर्म प्रत्यक्ष स्वरूपात प्राप्त करण्यासाठी लिहू शकतील. एखाद्या सभासदास टपाली मतदान फॉर्म प्राप्त झालेला नसल्यास ते कंपनीकडे ir.india@primefocus.com वर अर्ज करू शकतील व त्याची झुटिकाट प्रत प्राप्त करू शकतील.

टपाली मतदानासंदर्भात काही शंका असल्यास सभासदांनी कृपया कंपनीचे कंपनी सचिव यांना ir.india@primefocus.com येथे संपर्क साधावा व इलेक्ट्रॉनिक साधनांद्वारे मतदानाशी संबंधित काही शंका असल्यास तुम्ही www.evotingindia.com च्या help section वर उपलब्ध Frequently Asked Questions (FAQs) व evoting manual वाचावे किंवा श्री. राकेश दळवी, उपव्यवस्थापक, सेंट्रल डिजिटल डिवाइस (इंडिया) लिमिटेड (सीडीएसएल), मॅरिथॉन फ्यूच्युरिक्स, २५ वा मजला, ना. म. जोशी मार्ग, लोअर फोल्ड (पूर्व), मुंबई - ४०० ०१३ येथे संपर्क साधावा किंवा helpdesk.evoting@cdslindia.com येथे ई-मेल पाठवावा किंवा १८००२२५५३३ वर संपर्क साधावा. टपाली मतदानाचा निकाल शुक्रवार, दि. २८.१२.२०१८ रोजी साय. ५.०० वा. (भा. प्र. वे.) वा तत्पूर्वी कंपनीच्या नोंदणीकृत कार्यालयात घोषित करण्यात येईल व कंपनीची वेबसाइट www.primefocus.com वर प्रदर्शित करण्यात येईल, त्याचबरोबर कंपनीचे शेअर्स सुचिवद असलेल्या स्टॉक एक्सचेंजेसना कळविण्यात येईल. निकाल सीडीएसएलची वेबसाइट www.evotingindia.com वरही उपलब्ध असेल.

पंडळाच्या आदेशाद्वारे
प्राइम फोकस लिमिटेडकरिता
सही /
परिना शाह
कंपनी सचिव

ठिकाण : मुंबई

दिनांक : २६.११.२०१८