



PRIME FOCUS LIMITED

Registered Office: 2nd Floor, Main Frame IT Park, Building – H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai – 400 065

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of **Prime Focus Limited** will be held on Saturday, September 29, 2012 at 11.30 a.m. at Prime Focus Office, Main Frame IT Park, Building – H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai – 400 065 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Accounts, etc. for 2011-2012

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012, the Statement of profit and loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon;

2. Re-appointment of Mr. Rakesh Jhunjhunwala as Director

To appoint a Director in place of Mr. Rakesh Jhunjhunwala, who retires by rotation and being eligible, offers himself for re-appointment.

3. Re-appointment of Mr. Rivkaran Chadha as Director

To appoint a Director in place of Mr. Rivkaran Chadha, who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors

"RESOLVED THAT subject to the provisions of Section 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. MZSK & Associates, Chartered Accountants, (Registration No. 105047W) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors, M/s. MZS & Associates, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors in consultation with Auditors of the Company."

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification, the following resolutions:

5. Appointment of Mr. Ramakrishnan Sankaranarayanan as Director of the Company

As an Ordinary Resolution:

"RESOLVED THAT Mr. Ramakrishnan Sankaranarayanan, who was appointed as an Additional Director of the Company, pursuant to section 260 of the Companies Act, 1956 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company."

6. Appointment of Mr. Ramakrishnan Sankaranarayanan as Managing Director of the Company

As a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 thereto (including any statutory modifications and reenactment thereof, for the time being in force) and subject to such other permissions, sanctions and approvals as may be required, if any, the consent of the Company be and is hereby accorded to the appointment of Mr. Ramakrishnan Sankaranarayanan as Managing Director of the Company for a period of 3 years with effect from October 11, 2011 on the terms and conditions including remuneration as stated in the Explanatory Statement annexed and Mr. Ramakrishnan Sankaranarayanan, with liberty and powers to the Board of Directors to alter and vary the terms and conditions and remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Mr. Ramakrishnan Sankaranarayanan within the limits specified in the Act, including any statutory amendment, modifications or re-enactment thereof.

RESOLVED FURTHER THAT the total remuneration payable to the Managing Director as aforesaid shall not exceed the overall limit laid down under Section 198 and 309 of the Companies Act, 1956;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the tenure of his appointment, the Managing Director shall be paid remuneration by way of salary, perquisites, allowance and other benefits as the Board of Directors may deem fit, subject to limits prescribed in Schedule XIII of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof as minimum remuneration).

RESOLVED FURTHER THAT the Board of Directors (which express shall mean and include Committee thereof) be and are hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, expedient and proper to give effect to the above resolution."

7. Increase in Authorized Share Capital of the Company

As an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Authorized Share Capital of the Company, be and is hereby increased from ₹ 20,00,00,000/- (Rupees Twenty Crores) divided into 20,00,00,000 (Twenty Crores) Equity shares of ₹ 1 (Rupee One) each to ₹ 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity shares of ₹ 1 (Rupee One) each and consequently the existing Clause V of the Memorandum of Association of the Company relating to Share capital, be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

V. The Authorized Share Capital of the company is ₹ 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity shares of ₹ 1 (Rupee one) each with power to increase and reduce the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may be determined or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

8. Increase in Borrowing Powers of the Company

As an Ordinary Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the members pursuant to Sec. 293(1)(d) and other applicable provisions, if any of the Companies Act, 1956 consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sums of money(s) from Indian / Foreign Banks / Financial Institutions / Mutual Funds / Development Agencies / Overseas Corporate Bodies and/or any other persons/entities, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the money(s) already borrowed by the Company (apart from temporary loans

obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total amount of money(s) so borrowed by the Board of Directors **shall not at any time exceed the limit of ₹ 1000 Crores.**

9. Raising of funds by issue via Placement to Qualified Institutional Buyers (QIB) / ADR / GDR / FCCB and / or any other Convertible instrument(s) and also preferential allotment of shares or warrants or other convertible instruments to the extent of \$ 100 Million

As a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and/or Section 81(4), (if applicable), and other applicable provisions, if any, of the Companies Act, 1956, ("Act"), as amended, and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended, and applicable statutes, policies, schemes, rules, regulations, guidelines, notifications, press notes, or circulars, if any, issued by the Government of India, the Securities and Exchange Board of India, ("SEBI"), the Reserve Bank of India, ("RBI"), and any other applicable laws, rules and regulations, as amended and the enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions of relevant statutory, regulatory, governmental authorities, (including any court, tribunal or any other judicial and/or quasi-judicial authority), ("**Concerned Authorities**"), in this regard, as may be required and applicable and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more trench (ies), in one or more foreign markets or domestic markets, to persons and entities whether such persons and/or entities are shareholders of the Company or not, including to Qualified Institutional Buyers, (as defined in the SEBI (ICDR) Regulations), (collectively "**Investors**"):

- equity shares; and/or
- equity shares through depository receipts including American Depository Receipts, Global Depository Receipts; and/or
- non convertible debentures; and/or
- convertible bonds, convertible debentures, fully or partly, and/or;

- e) foreign currency convertible bonds; and/or
- f) other securities convertible into equity shares at the option of the Company and/or the holder(s) of such securities;
- g) and/or securities linked to equity shares; and/or
- h) securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for equity shares; and/or
- i) any instruments or securities representing either equity shares, secured premium notes, and/or any other financial instruments which would be converted into/ exchanged with equity shares at a later date, (collectively referred to as "Securities"), as the Board at its sole discretion or in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, by way of one or more:
 - a) public issue;
 - b) private offerings;
 - c) through qualified institutions placement in accordance with the provisions of Chapter VIII of the SEBI (ICDR) Regulations, ("**Qualified Institutions Placement**");
 - d) by any one or more or a combination of the above model/methods or otherwise;

and at such time or times and in one or more tranches, whether rupee denominated or denominated in foreign currency, in the domestic and/or one or more international market(s), with or without an option to retain oversubscription of Securities, and including provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted, as may be deemed appropriate by the Board and permitted under applicable statutory and regulatory requirements, resulting in the issue of up to an aggregate amount of \$ 100 Million (United States Dollars One Hundred Million Only) or the Indian Rupee equivalent thereof or its equivalent in any other currency, including premium on conversion, exercise and/or exchange of such Securities, together with the aggregate value of the Securities retained for oversubscription, if any, and on such terms and conditions and timing of the issue(s)/ offering(s) including the investors to whom the Securities are to be issued, issue price, number of Securities to be issued, creation of mortgage/ charge in accordance with Section 293(1)(a) of the Act, in respect of any Securities as may be required either on pari-passu basis or otherwise, the stock exchanges on which such Securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the number of equity share to be allotted on redemption/conversion, the ratio, period of conversion, fixing of record date or book closure dates, and any other matter in connection

with, or incidental to, the issue, in consultation with the merchant bankers or other advisors or otherwise, as the Board at its sole discretion may decide together with any amendments or modifications thereto (the "**Issue**").

RESOLVED FURTHER THAT

- (i) the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares allotted in terms of this resolution shall rank *pari passu* in all respects with the existing equity shares of the Company.
- (ii) the number and /or conversion price in relation to equity shares that may be issued and allotted or conversion of Securities that may be issued through a Qualified Institutional Placement pursuant to the SEBI (ICDR) Regulation as mentioned above shall be appropriately adjusted in accordance with the provisions of Chapter VIII of the SEBI (ICDR) Regulations.
- (iii) Subject to applicable statutory and/or regulatory requirements, the Board be and is hereby authorized on behalf of the Company to finalise the pricing, terms and conditions relating to the issue of the Securities and any other matter in connection with, or incidental to, the issue of the Securities as the Board, in its absolute discretion, deems necessary or desirable, together with any amendments or modifications thereto.

RESOLVED FURTHER THAT if the Issue or any part thereof is made for a Qualified Institutional Placement, the Securities issued for such purpose shall be fully paid-up and the allotment of such Securities shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time, and that the pricing of the Securities shall be made subject to and in compliance with all applicable statutory and/or regulatory requirements and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI (ICDR) Regulations at such price being not less than the price determined in accordance with the requirements relating to pricing as prescribed under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a Qualified Institutional Placement the relevant date on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the proposed issue of Securities or such other time as may be allowed under the SEBI (ICDR) Regulations, from time to time, and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any

governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and such of these Securities to be issued as are not subscribed may be disposed of by the Board in such manner and/or on such terms including offering or placing them with banks/financial institutions/mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, the Board be and is hereby authorized to prescribe with respect to the aforesaid issue of the Securities all or any of the terms or any combination of terms thereof in accordance with local and/or international practice including but not limited to conditions in relation to the offer, issue and allotment of the Securities, payment of interest, dividend, premium and redemption or early redemption of Securities, debt service payments and any other payments whatsoever, voting rights and all such terms as are provided in domestic and/or international offerings of this nature including terms for such issue, or variation of the price or period of conversion of any Securities into equity shares or issue of equity shares during the duration of the Securities or terms pertaining to early redemption of Securities and/or conversion into equity shares as the Board may in its sole discretion deem appropriate.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the preliminary as well as the final offer documents, if required, for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid, to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the preliminary and final placement document, and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities and to give effect to this resolution, including, without limitation, the following:

- (i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in

or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;

- (ii) giving or authorizing the giving of such declarations, affidavits, certificates, consents and authorities as may be required from time to time by concerned persons; and
- (iii) settling any questions, difficulties or doubts that may arise in regard to any such issue or allotment of Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any offer, issue and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation the entering into of arrangements including arrangements for underwriting, marketing, listing, trading, appointment of lead manager(s)/merchant banker(s), underwriter(s), guarantor(s), depository(ies), custodian(s), stabilising agent(s), banker(s), advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other agents as may be required in order to facilitate or consummate the Issue, and to approve and execute all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the Issue and to do all requisite filings with SEBI, the stock exchanges, the Government of India, the Reserve Bank of India, if required and any other concerned authority in India or outside, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all shareholders.

RESOLVED FURTHER THAT any director or directors of the Company or any other officer or officers of the Company as may be authorized by the Board, be and is or are hereby authorized to sign, execute and issue consolidated receipt/s for the Securities, listing, application, various agreements (including but not limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorized person, be required in connection with or incidental to the aforesaid offering of Securities, including post Issue formalities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee or a person or persons, as it may deem fit in its absolute discretion, in order to give effect to this Resolution.

RESOLVED FURTHER THAT the allotment of Securities under any Qualified Institutional Placement shall only be to qualified

institutional buyers within the meaning of Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed by SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India or outside India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, and the director or directors of the Company or other officer or officers of the Company authorized by the Board be and is or are hereby authorized to sign and execute the application form and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company.

RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of anyone or more of the directors of the company or anyone or more of the officers of the company as may be authorized by the Board in accordance with the Articles of the Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, without limitation, the following:

- i. finalization of the allotment of the Securities on the basis of the bids/applications received;
- ii. finalization of and arrangement for the submission of the preliminary and final offer document(s), and any amendments supplements thereto, with any applicable statutory and/or regulatory authorities, institutions or bodies, as may be required;
- iii. approval of the preliminary and final offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/underwriter(s)/advisor(s), in accordance with all applicable statutory and/or regulatory requirements;
- iv. finalization of the basis of allotment in the event of over-subscription;

- v. acceptance and appropriation of the proceeds of the issue of the Securities;
- vi. authorization of the maintenance of a register of holders of the Securities;
- vii. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- viii. seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- ix. seeking the listing of the Securities on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- x. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- xi. deciding the pricing and terms of the Securities, and all other related matters,

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI or such other appropriate authority, may impose at the time of their approval and as agreed to by the Board."

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board or any designated officer of the Company in this regard be and are hereby conformed, approved and ratified."

By order of the Board of Directors

Sd/-

Mumbai
August 14, 2012

Navin Agarwal
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
Proxies in order to be effective, should be duly filled, stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organization. A form of Proxy and Admission Slip is enclosed.
2. Pursuant to Section 173 of the Companies Act, 1956, an Explanatory Statement in respect of the businesses mentioned under Item Nos. 5 to 9 above, is annexed.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 20, 2012 to Saturday, September 29, 2012 (both days inclusive).
5. The Company has appointed M/s. Link Intime India Private Limited, as its Registrars and Share Transfer Agents. Members are requested to correspond with them for any queries at their below mentioned address:

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (W), Mumbai 400 078.
6. In terms of Section 205A and 205C, any dividend remaining unpaid/ unclaimed for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Once unpaid/ unclaimed dividends are so transferred, Members will not be entitled to claim these dividends.

Members who have not encashed their dividend warrants towards the Final Dividend for the financial year 2007-08 are requested to write to the Company's Registrars and Transfer Agents.
7. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the Company Secretary at least ten days before the date of the meeting, so that the information required by the members can be made available at the meeting venue.
8. Members are requested to:

Notify immediately any change in their address or bank mandates to the Depository Participant with whom they maintain the demat account for shares held in electronic mode and to the Company's Registrar and Transfer Agent for shares held in physical mode.

Quote Ledger Folio No. /DP ID and Client ID numbers in all correspondence.

Bring with them at the meeting their copy of Annual Report and attendance slip.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Copies of all documents referred to in the Notice are available for inspection at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days upto the date of the Annual General Meeting.
11. Pursuant to Clause 49 of the Listing Agreement, the Particulars of Directors seeking Appointment/Re-appointment at the Annual General Meeting is annexed.
12. Members are requested to visit the website of the company viz. www.primefocusworld.com for viewing the quarterly and annual financial results and to know about more about the company.

By order of the Board of Directors

Sd/-

Mumbai
August 14, 2012

Navin Agarwal
Company Secretary

ADDITIONAL INFORMATION

Details of the Directors seeking Appointment/Re-appointment at the Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Mr. Ramakrishnan Sankaranarayanan	Mr. Rakesh Jhunjhunwala	Mr. Rivkaran Chadha
Date of Birth	October 14, 1970	July 5, 1960	August 17, 1976
Date of Appointment	October 11, 2011	August 22, 2004	May 27, 2005
Expertise in specific functional areas	He has 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	He is a Chartered Accountant. He has been profiled as one of India's best five investors by Business India magazine in 1998. He is a partner in Rare Enterprises.	He is a MBA in finance from Cardiff University, England and Wales. He provides valuable inputs in framing and implementation of financial strategies.
Qualifications	B.E, MBA	C.A.	B.COM. M.B.A.
Directorship held in other public companies as on March 31, 2012 (excluding foreign and private companies)	Prime Focus Motion Pictures Limited	1. Aptech Limited 2. A2Z Maintenance & Engineering Service Limited 3. Delta Corp. Limited 4. Metro Shoes Limited 5. Nagarjuna Construction Co. Limited 6. Geojit BNP Paribas Financial Services Limited 7. Viceroy Hotels Limited	Prime Focus Motion Pictures Limited
*Memberships / Chairmanships of Committees across public companies as on March 31, 2012	NIL	NIL	NIL
No. of Shares held in the Company as on March 31, 2012	50 Equity Shares	24,95,000 Equity Shares	NIL

(*The Committees includes Audit Committee, Remuneration Committee and Shareholders/Investors Grievance Committee.)

By order of the Board of Directors

Sd/-

Navin Agarwal
Company Secretary

Mumbai
August 14, 2012

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

Mr. Ramakrishnan Sankaranarayanan was appointed as an Additional Director of the Company by the Board of Directors of the Company at its meeting held on October 11, 2011. According to the provisions of Section 260 of the Companies Act, 1956 and Article of Association of the Company, he holds office as Director only up to the date of the Annual General Meeting. The Company has received notice in writing from a member along with a deposit of ₹ 500 proposing the candidature of Mr. Ramakrishnan Sankaranarayanan for the office of Director of the Company under Section 257 of the Companies Act, 1956.

Mr. Ramakrishnan Sankaranarayanan is not disqualified from being appointed as Director under section 274(1)(g) and has complied with the requirement of section 266A of the Companies Act, 1956.

A brief resume of Mr. Ramakrishnan Sankaranarayanan as required under clause 49 of the Listing Agreement is annexed to the notice.

The Board recommends the Resolution for approval of the members as set out in Agenda Item no. 5 of the Notice.

None of the Directors except Mr. Ramakrishnan Sankaranarayanan is concerned or interested in the resolution.

Item No. 6

The remuneration Committee and the Board of Directors of the Company in their respective meetings held on October 11, 2011 have approved and appointed Mr. Ramakrishnan Sankaranarayanan as Managing Director for the period of 3 years with effect from October 11, 2011 on the terms and conditions and remuneration as mentioned below, subject to the approval of the Members and other permissions and sanctions as may be applicable, if any.

The appointment of Mr. Ramakrishnan Sankaranarayanan as Managing Director inter-alia, contain the following terms and conditions as set out below:

A. Period: 3 (Three) years with effect from October 11, 2011

B. Remuneration :

- i. Basic Salary: ₹ 1,30,000 (Rupees One Lac Thirty Thousand) per month.
- ii. Allowances & Perquisites:
 - a. Housing: House Rent Allowance upto 50% of Basic Salary.
 - b. City Compensatory Allowance: ₹ 90283 (Rupees Ninety Thousand Two Hundred Eighty Three) per month.
 - c. Conveyance Allowance: ₹ 800 (Rupees Eight Hundred) per month.
 - d. Leave Travel Concession: Reimbursement of travelling expenses incurred for self and family during leave travel periods in accordance with the Rules of the Company subject to a ceiling of ₹ 50,000 per annum.
 - e. Medical Expenses: Reimbursement of medical expenses for self and family at actual subject to maximum limit of ₹ 15,000 per annum.

f. Car: Free Use of Company's Car including maintenance and operation.

g. Communication facilities: The Company shall reimburse telephone expenses for one telephone at residence as per the rules of the Company subject to a maximum limit of ₹ 2500 per month.

The value of perquisites shall be evaluated as per Income-tax Rules wherever applicable, and at cost in the absence of any such Rule.

Minimum Remuneration:

In case of no profit or inadequacy of profit in any year the company shall pay to the Managing Director the aforesaid remuneration by way of salary and perquisites not exceeding the limit specified in the schedule XIII. However Please note that the above remuneration is as per Schedule XIII to the Companies Act, 1956, as amended and in no case the above shall exceed the limits prescribed under the Companies Act, 1956 or Schedule XIII thereof, as amended.

Above may be treated as an abstract of terms of appointment and remuneration payable to Mr. Ramakrishnan Sankaranarayanan pursuant to section 302 of the Companies Act, 1956.

A brief resume of Mr. Ramakrishnan Sankaranarayanan as required under clause 49 of the Listing Agreement is annexed to the notice.

The Board recommends for approval the Special Resolution as set out in Agenda Item no. 6 of the Notice.

None of the Directors except Mr. Ramakrishnan Sankaranarayanan is concerned or interested in the said resolution.

Item No. 7

In view of the present size of the Company's operation and its future requirement of capital, it is proposed to increase the Authorized Capital from ₹ 20,00,00,000 (Rupees Twenty Crores to ₹ 25,00,00,000 (Rupees Twenty Five Crores) The increased share capital of ₹ 25,00,00,000 (Rupees Twenty Five Crores) will consist of 25,00,00,000 (Twenty Five Crores) Equity Shares of ₹ 1 each. The necessary amendment in the Memorandum of Association is proposed to reflect the enhanced Authorized Capital.

As per the provisions of the Companies Act, 1956, for increasing the Authorized share capital of the Company, approval of members in General meeting is required.

Yours Board of Directors recommends the passing of the Ordinary Resolution as set out at Agenda Item no. 7 in the above Notice in the interest of the Company.

None of the Directors of the Company are, in any way, concerned or interested in the said resolution, except to the extent of their Shareholding, if any.

Item No. 8

At present, the Company has borrowing limits upto ₹ 750 Crores approved by the members under section 293(1)(d) of the Companies Act, 1956. Keeping in view future growth plans of the Company, it would necessitate to increase the borrowing limits by authorizing the Board of Directors to borrow monies upto maximum amount of ₹ 1000 Crores. As per section 293(1)(d) of the Companies Act, 1956, the proposal to increase the borrowing

limits of the company requires members' approval by way of an ordinary resolution.

Accordingly the Board recommends the resolution for your approval.

None of the Directors of the Company are, in any way, concerned or interested in the said resolution, except to the extent of their Shareholding, if any.

Item No. 9

The proposed resolution will enable your Company to issue/ offer equity and/or equity related instruments/Depository Receipts/ Foreign Currency Convertible Bonds (FCCB), or such other instrument as may be finalized by the Board or Committee thereof in the course of domestic/international offering, in the aggregate amount not exceeding \$ 100 million (United States Dollars One Hundred Million Only) or equivalent sum in Indian Rupees/in any other currency in the manner set out in the resolution. The issue proceeds will enable the Company to strengthen its business plans as well as to augment other strategic initiatives and/or for other general corporate requirements including debt repayments.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.

The Special Resolution seeks to empower the Board of Directors to issue securities in such tranche at such time or times, at such price or prices and to such persons including banks and/or institutions and/or corporate bodies and/or individuals or otherwise as the Board may in its absolute discretion, deem fit and / or also to undertake a qualified institutional placement with qualified institutional buyers as defined by SEBI ICDR Regulations. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VII of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number

of securities or shares to be issued. However, the same would be in accordance with SEBI Regulations and/or Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as amended from time to time or any other guidelines /regulations as may be applicable.

For the reasons stated aforesaid, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue.

Under Section 81 of the Companies Act, 1956 (the Act) shareholders' approval by a special resolution is required for issue of shares to persons other than existing shareholders of the Company. Similarly Listing Agreement provides inter alia that the Company in the first instance should offer all securities to be issued by the Company for subscription pro-rata to the existing equity shareholders unless the shareholders in a General Meeting decide otherwise.

The said special resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities otherwise than on pro-rata basis to the existing shareholders.

Therefore, consent of the shareholders is being sought pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Act and under the listing Agreement.

Yours Board of Directors recommends the passing of the Special Resolution as set out at Agenda Item no. 9 in the above Notice in the interest of the Company.

None of the Directors of the Company are, in any way, concerned or interested in the said resolution, except to the extent of their Shareholding, if any.

By order of the Board of Directors

Sd/-

Mumbai
August 14, 2012

Navin Agarwal
Company Secretary

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Share Transfer Agent, **Link Intime India Private Limited**.

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PRIME FOCUS LIMITED

Registered Office: 2nd Floor, Main Frame IT Park, Building – H, Royal Palms, Near Aarey Colony,
Goregaon (East), Mumbai – 400 065

ATTENDANCE SLIP

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID No. L. F. No.

Client ID No. No. of Shares held

I/We hereby record my/our presence at the 15th Annual General Meeting of the Company at Prime Focus Office, Main Frame IT Park, Building – H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai – 400 065 on Saturday, September 29, 2012 at 11.30 a.m.

Name of the equity shareholder/proxy/representative

.....
(First Name) (Second Name) (Surname)

Signature of the equity shareholder/proxy/representative

Note: Shareholders/Proxy holders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after affixing their signature on it.

PRIME FOCUS LIMITED

Registered Office: 2nd Floor, Main Frame IT Park, Building - H, Royal Palms, Near Aarey Colony,
Goregaon (East), Mumbai – 400 065

DP ID No. L. F. No.

Client ID No. No. of Shares held

PROXY FORM

I/We _____ of _____ being a member/members of PRIME FOCUS LIMITED hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the 15th Annual General Meeting of the Company to be held on Saturday, September 29, 2012 at 11.30 a.m. or at any adjournment thereof.

Signed: _____

Date: _____

Affix ₹1/-
Revenue
Stamp

- Note:** 1. The proxy form duly completed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
2. The proxy need not be a member.

