

PRIME FOCUS LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of Prime Focus Limited will be held at Prime Focus Office, Main Frame IT Park, Building – H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai – 400 065 on Saturday, April 30, 2011 at 11.30 a.m. to transact the following business:

SPECIAL BUSINESS:

To consider and if thought fit pass the following resolution with or without modifications as an ordinary resolution:

“RESOLVED THAT pursuant to provisions of Section 224 and other applicable provisions of the Companies Act, 1956 M/s. MZS & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as the Statutory Auditors of the Company to fill-in the casual vacancy caused by the resignation of M/s. S.R.Batliloi & Associates, Chartered Accountants, Mumbai, to hold office from the conclusion of this meeting until the conclusion of forthcoming Annual General Meeting of the Company on such remuneration to be decided by the Board of Directors in consultation with Auditors apart from re-imbursement of actual out of pocket expenses, if any incurred by them.”

By order of the Board of Directors

Navin Agarwal
Company Secretary

Place : Mumbai
Date : April 6, 2011

Registered Office:

Prime Focus Office,
Main Frame IT Park,
Building – H, Royal Palms,
Near Aarey Colony,
Goregaon (East),
Mumbai – 400 065

Notes for members' attention:

1. Explanatory statement is annexed to the notice of the Extra-Ordinary General Meeting of the Company as required by Section 173(2) of the Companies Act, 1956
2. **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 with the Notice.

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

M/s. S. R. Batliboi & Associates, Chartered Accountants, the existing Statutory Auditors of the Company has resigned from the office of Auditor of the Company, therefore creating casual vacancy in the office of Auditors. The Board has recommended to appoint M/s MZS & Associates, Chartered Accountants, to fill the casual vacancy. In terms of the provision of section 225 of the Companies Act, the appointment of Auditors in place of existing Auditors of the Company requires the approval of members by way of Ordinary resolution.

Therefore, the Board recommend to pass necessary resolution by way of ordinary resolution to appoint M/s MZS & Associates, Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. S. R. Batliboi & Associates, Chartered Accountants to hold office of the Auditors of the Company till the conclusion of the next Annual General Meeting on the remuneration and out of pocket expenses as may be decided by the Board in consultation with the said Auditors.

None of the director of the Company is concerned or interested in the proposed resolution.

By order of the Board of Directors

Navin Agarwal
Company Secretary

Place : Mumbai
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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 Extraordinary General Meeting of **Prime Focus Limited** will be held at Prime Focus Office, Main Frame IT Park, Building – H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai – 400 065 on Saturday, April 30, 2011 at 11.30 a.m. to transact the following business:

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.

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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 Extra Ordinary General Meeting of the Company to be held on Saturday, April 30, 2011 at 11.30 a.m or at
any adjournment thereof.

Signed : _____

Date : _____

Affix
Re. 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.

BOOK-POST

If undelivered, please return to:

PRIME FOCUS LIMITED

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Building – H, Royal Palms, Near Aarey Colony,
Goregaon (East), Mumbai – 400 065.