



## PRIME FOCUS LIMITED

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

### NOTICE

**NOTICE** is hereby given that the Sixteenth Annual General Meeting of the Members of Prime Focus Limited will be held on Monday, September 30, 2013 at 10.00 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 2012-2013**

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2013, 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. Naresh Malhotra**

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

**3. Re-appointment of Mr. G. P. Aiyar**

To appoint a Director in place of Mr. G. P. Aiyar, 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 Deloitte Haskins & Sells, Chartered Accountants, (Registration No. 117364W) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors, M/s. MZSK & 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, as a Special Resolution;

**5. Alteration to the Articles of Association of the Company**

**"RESOLVED THAT** pursuant to provisions of Section 31 of the Companies Act, 1956, consent of the members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by substituting the following Article in place of existing Article No. 158.

**"Article 158"**

"Every deed or other instrument, to which the seal of the Company is required to be affixed, shall be signed by any one Director or Secretary or some other person so authorised by the Board or Committee thereof for the purpose provided that in respect of share certificate the seal shall be affixed in accordance with Article 21(a)

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

**By order of the Board of Directors**

Sd/-

Mumbai  
August 14, 2013

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 business mentioned under Item Nos. 5 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 Monday, September 23, 2013 to Monday, September 30, 2013 (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, the Company is required to transfer unpaid dividends, application moneys, matured deposits, redeemed debentures and interest accrued thereon remaining unclaimed and unpaid for a period of 7 years from the due date of payment to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Once unpaid/ unclaimed amounts are so transferred, Members will not be entitled to claim the said unpaid/ unclaimed amounts.

Members who have not encashed their dividend warrants towards the Final Dividend declared for the financial year 2007-08, are requested to write to the Company's Registrars and Transfer Agents.

The unpaid/unclaimed share application money aggregating to ₹ 5,41,473 in respect of the Company's Initial Public Offer (IPO) in the Financial Year 2006-07 has been transferred to Investor Education and Protection Fund (IEPF) on July 1, 2013.

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:
  - a) 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.
  - b) Quote Ledger Folio No. /DP ID and Client ID numbers in all correspondence.
  - c) 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 10:00 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 Re-appointment at the Annual General Meeting is annexed.
12. Members are requested to visit the website of the company viz. [www.primefocusltd.com](http://www.primefocusltd.com) for viewing the quarterly and annual financial results and to know more about the company.

**By order of the Board of Directors**

**Sd/-**

**Mumbai  
August 14, 2013**

**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. Naresh Malhotra #	Mr. G.P. Aiyar
Date of Birth	October 2, 1944	December 04, 1936
Date of Appointment	Since Incorporation	July 03, 2009
Expertise in specific functional areas	<p>He is a veteran of the Indian Film and Television industry he has produced (independently and in partnership) a number of successful movies including Shahenshah, Khamoshi, Safar and Anokhi Raat.</p> <p>Realizing early on the potential boom in the Indian television industry, he set up India's first digital audio studio in the 80s and later in 1990, ventured into the business of renting equipments for the production of TV programs and ad films. He was instrumental in the setting up of Prime Focus</p>	He is a practicing advocate in Bombay High Court. He has expertise knowledge in Civil Law and industrial arbitration matters. He also has extensive knowledge in legal matters pertaining to cooperative society.
Qualifications	B.COM	LLB
Directorship held in other public companies as on March 31, 2013 (excluding foreign and private companies)	1	NIL
*Memberships / Chairmanships of Committees across public companies as on March 31, 2013	NIL	NIL
No. of Shares held in the Company as on March 31, 2013	58387712	NIL

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

Mr. Naresh Malhotra, Whole Time Director was not liable to retirement by rotation. However in order to comply with the provisions of Section 255 of the Companies Act, 1956 and pursuant to Article 153 of the Articles of Association of the Company, Board has varied the terms and conditions of appointment of Mr. Naresh Malhotra, thereby, made him liable to retire by rotation.

All other terms and conditions of the terms of appointment vide Board Resolution dated March 30, 2010 remain unchanged. This retirement will not constitute a break in service of the Whole Time Director.

This may be deemed as an abstract of the variation to the terms of contract, under section 302 of the Companies Act, 1956

**By order of the Board of Directors**

**Mumbai**  
**August 14, 2013**

**Sd/-**  
**Navin Agarwal**  
**Company Secretary**

## ANNEXURE TO NOTICE

### SPECIAL NOTICE OF RESOLUTION UNDER SECTION 190 OF THE COMPANIES ACT, 1956 FOR APPOINTMENT OF AUDITOR Item No. 4

M/s. MZSK & Associates, Chartered Accountants, the Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and have expressed their unwillingness to be reappointed for a further term. The Company has received a Notice from a shareholder pursuant to Section 225, read with Section 190 of the Companies Act, 1956 proposing a resolution for approval of the members at the ensuing Annual General Meeting for appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, as the Auditors of the Company. A copy of the said Notice has been forwarded to the retiring Auditors as prescribed under Section 225 of the Companies Act, 1956. M/s Deloitte Haskins & Sells, Chartered Accountants, have also given their consent to act as Auditors, if appointed, and confirmed that the appointment, if made, would be in compliance with Section 224 (1B) of the Companies Act, 1956.

Your Directors recommend that the resolution for appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Auditors of the Company be approved by the Members.

None of the Directors is interested in or concerned with the said resolution.

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

#### Item No: 5

As a measure to bring more administrative convenience and operational flexibility, it is proposed to alter the Article 158 relating to the use of Common Seal of the Company and to ensure prudence while affixing the Common Seal on the various documents of the Company where ever necessary. Article 158 of the Articles of Association of the Company regarding the Common Seal of the Company is proposed to be altered by substituting it with the new article 158 as proposed in the above resolution.

Pursuant to the provisions of Section 31 of the Companies Act, 1956, the Articles of Association of the Company may be altered with the approval of the shareholders at General Meeting by view of a Special Resolution. It is therefore proposed to alter the Articles of Association of the Company with the approval of the shareholders.

Your Directors recommend the resolutions as set out in Item No. 5 of the notice for your approval.

None of the Directors of the Company are concerned or interested in the said resolution.

By order of the Board of Directors

Mumbai  
August 14, 2013

Sd/-  
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.

## PRIME FOCUS LIMITED

Registered Office: 2<sup>nd</sup> Floor, Main Frame IT Park, Building – H, Royal Palms, Near Aarey Colony,  
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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 16<sup>th</sup> 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 Monday, September 30, 2013 at 10.00 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

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Goregaon (East), Mumbai – 400065

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 16<sup>th</sup> Annual General Meeting of the Company to be held on Monday, September 30, 2013 at 10.00 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.