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**September 30, 2019**

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

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

**Ref: Scrip Code: BSE – 532748/NSE – PFOCUS**

Dear Sir,

**Sub: Outcome /Proceedings and Voting Results of the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company**

**Ref: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we have enclosed a copy of the Proceedings of the 22<sup>nd</sup> Annual General Meeting duly convened on Monday, September 30, 2019 at 10:30 a.m. at 9<sup>th</sup> Floor, 'True North', Plot No. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, also please find enclosed herewith the details regarding the voting results in the prescribed format along with the Scrutinizers report.

All the resolutions at the AGM were passed with requisite majority.

The Voting Results along with the Scrutinizer's Report dated September 30, 2019 is made available on the Company's website at [www.primefocus.com](http://www.primefocus.com).

Request you to take the above on record.

Thanking you,

Yours faithfully,

For Prime Focus Limited

*Parina Shah*

Parina Shah

Company Secretary

Encl.: As above





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**PROCEEDINGS OF THE 22<sup>nd</sup> ANNUAL GENERAL MEETING ('AGM') OF PRIME FOCUS LIMITED ('THE COMPANY') HELD ON SEPTEMBER 30, 2019**

The 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company was duly held on Monday, September 30, 2019 at 10:30 a.m. at 9<sup>th</sup> Floor, 'True North', Plot No. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093 to transact the business as stated in the Notice dated August 22, 2019 convening the AGM..

In accordance with the provisions of the Secretarial Standard-2 on General Meetings, Mr. Naresh Malhotra chaired the Meeting. The Chairman extended a warm welcome to the Shareholders, Board Members, representatives of the Body Corporates and all other present at the Meeting. He also introduced the Directors and Key Managerial Personnel(s) present on dais. The requisite quorum being present, the Chairman called the meeting to order. He informed that in aggregate 37 members were present in person at the AGM and 2 person was present through proxy received by the Company. The members were informed that the requisite registers and documents referred to in the Notice of the AGM were available for inspection during the meeting. With the consent of the members, the Notice convening the Meeting was taken as read.

The Company in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility through Central Depository Services Limited ('CDSL') platform to all its members holding shares in dematerialized or physical form as on the cut-off date being Monday, September 23, 2019 to exercise their right to vote by electronic means on all the businesses specified in the Notice convening the Annual General Meeting. The remote e-voting period commenced on Thursday, September 26, 2019 from 09:00 a.m. and concluded on Sunday, September 29, 2019 at 5:00 p.m.

As remote e-voting facility was provided to the Members, voting through Ballot paper was available at the meeting for Members as on September 30, 2019 who had not cast their vote by remote e-voting.

The Chairman further informed the Members that the Company has appointed, Ms. Shilpa Ray, Practicing Company Secretary (Membership No- FCS-5936, CP No. 5311) as Scrutinizer for independently conducting and overseeing the voting process in a fair and transparent manner.





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The Chairman then placed the following agenda matters as set out in the Notice of 22<sup>nd</sup> Annual General Meeting before the Members briefly explaining the objective and implications, whenever necessary. As Mr. Naresh Malhotra was interested, Mr. Rivkaran Chadha, Independent Director presided over the Meeting for item number 2. The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

**Ordinary Business:**

1. (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Board of Directors and Auditors thereon.  
(b) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon.
2. To appoint Director in place of Mr. Namit Malhotra (DIN: 00004049), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the Statutory Auditors and fix their remuneration. (*Ordinary Resolution*)

**Special Business:**

4. To re-appoint Mr. Srinivasan Kodi Raghavan (DIN: 00012449) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. (*Special Resolution*)
5. To re-appoint Mr. Rivkaran Singh Chadha (DIN: 00308288) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. (*Special Resolution*)
6. To re-appoint Mr. Padmanabha Gopal Aiyar (DIN: 02722981), who has attained the age of Seventy Five years, as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. (*Special Resolution*)
7. To re-appoint Dr. (Mrs). Hemalatha Thiagarajan (DIN: 07144803) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. (*Special Resolution*)
8. To consider and approve increase in the limits for investments, loans, guarantees and security of the Company under Section 186 of the Companies Act, 2013. (*Special Resolution*)
9. To consider and approve the Sale of VFX business undertaking of the Company. (*Special Resolution*)





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The Chairman then invited queries from the Members on the agenda matters. The queries were replied and the suggestions made by the Members were taken on record.

Thereafter, the Members were informed that a consolidated report on total votes cast in favour or against shall be submitted by the scrutinizer within 48 hours of the conclusion of the AGM and the same shall be forthwith declared by the Company by publishing on its website, the website of CDSL and by notifying to the Stock Exchange where the shares of the Company are listed and on the Notice Board of the Company.

The AGM concluded with vote of thanks to those present.

For Prime Focus Limited

*Parina Shah*



Parina Shah  
Company Secretary



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**DETAILS OF VOTING RESULTS AT THE AGM AS PER THE FORMAT PRESCRIBED UNDER  
REGULATION 44 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS),  
REGULATIONS, 2015**

Sr. No.	Description	Particulars
A.	Day & Date of the 22 <sup>nd</sup> AGM	Monday, September 30, 2019
B.	Total No. of shareholders on cut-off Date i.e. September 23, 2019	10,105
C.	No. of Shareholders present in the meeting either in person or through Proxy:	
	i) Promoters and promoter group	3
	ii) Public	36
D.	No. of shareholders who attended the meeting through Video Conferencing:	NA
	i) Promoters and promoter group	
	ii) Public	





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**AGENDA WISE DETAILS:**

<b>Resolution Required : (Ordinary)</b>			<b>1 - To receive, consider and adopt:</b>					
			<b>a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Report of the Board of Directors and Auditors thereon.</b>					
			<b>b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34073533	98.4540	34073533	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34073533</b>	<b>98.4540</b>	<b>34073533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171470179</b>	<b>57.3129</b>	<b>171470179</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





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Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. Namit Malhotra (DIN: 00004049), who retires by rotation and being eligible offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[3]={[2]/[1]} *100			[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
		[1]	[2]	[3]	[4]	[5]	[6]	[7]
Promoter and Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33550528	530249	98.4441	1.5559
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33550528</b>	<b>530249</b>	<b>98.4441</b>	<b>1.5559</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>66869782</b>	<b>22.3508</b>	<b>66339533</b>	<b>530249</b>	<b>99.2070</b>	<b>0.7930</b>





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Resolution Required : (Ordinary)		3 - To re-appoint the Statutory Auditors and fix their remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	34080777	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>34080777</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>171477423</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>







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Resolution Required : (Special)		4 - To re-appoint Mr. Srinivasan Kodi Raghavan (DIN: 00012449) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]} *100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]} *100	% of Votes against on votes polled [7]={[5]/[2]} *100
	Poll	27506095	26.2945	27506095	0	100.0000	0.0000	
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting	34608585	34080777	98.4749	33421778	658999	98.0664	1.9336
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33421778</b>	<b>658999</b>	<b>98.0664</b>	<b>1.9336</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170818424</b>	<b>658999</b>	<b>99.6157</b>	<b>0.3843</b>





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Resolution Required : (Special)		5 - To re-appoint Mr. Rivkaran Singh Chadha (DIN: 00308288) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33555777	525000	98.4595	1.5405
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33555777</b>	<b>525000</b>	<b>98.4595</b>	<b>1.5405</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170952423</b>	<b>525000</b>	<b>99.6938</b>	<b>0.3062</b>





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Resolution Required : (Special)		6 - To re-appoint Mr. Padmanabha Gopal Aiyar (DIN: 02722981), who has attained the age of Seventy Five years, as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33421778	658999	98.0664	1.9336
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33421778</b>	<b>658999</b>	<b>98.0664</b>	<b>1.9336</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170818424</b>	<b>658999</b>	<b>99.6157</b>	<b>0.3843</b>





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Resolution Required : (Special)		7 - To re-appoint Dr. (Mrs.) Hemalatha Thiagarajan (DIN: 07144803) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[3]={[2]/[1]} *100			[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33421778	658999	98.0664	1.9336
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33421778</b>	<b>658999</b>	<b>98.0664</b>	<b>1.9336</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170818424</b>	<b>658999</b>	<b>99.6157</b>	<b>0.3843</b>





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Resolution Required : (Special)		8 - To consider and approve increase in the limits for investments, loans, guarantees and security of the Company under Section 186 of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33946778	133999	99.6068	0.3932
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33946778</b>	<b>133999</b>	<b>99.6068</b>	<b>0.3932</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317938	6	99.9981	0.0019
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32788999</b>	<b>6</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>171343418</b>	<b>134005</b>	<b>99.9219</b>	<b>0.0781</b>





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TORONTO  
VANCOUVER

Resolution Required : (Special)		9 - To consider and approve the Sale of VFX business undertaking of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]} *100	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled [6]={[4]/[2]} *100	% of Votes against on votes polled [7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33427027	653750	98.0818	1.9182
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33427027</b>	<b>653750</b>	<b>98.0818</b>	<b>1.9182</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170823673</b>	<b>653750</b>	<b>99.6188</b>	<b>0.3812</b>

For Prime Focus Limited

*Parina Shah*

Parina Shah  
Company Secretary



*B*



FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Prime Focus Limited  
Prime Focus House, Linking Road,  
Khar West, Mumbai -400052

22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on 30<sup>th</sup> September, 2019 at 10.30 a.m. at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093

Dear Sir,

I Shilpa Ray, Practising Company Secretary, Proprietor of Shilpa Ray & Associates having office at 3B-10, Phoenix Paragon Plaza, LBS Marg, Kurla (West), Mumbai -400070 was appointed as Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and Amendment Rules, 2015 in respect of the below mentioned resolutions proposed at the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on 30<sup>th</sup> September, 2019 at 10.30 a.m. at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. We did not find any poll papers invalid.

The e-voting system was provided by Central Depository Services Limited (CDSL) which started on 26<sup>th</sup> September, 2019 at 9.00 am and ended on 29<sup>th</sup> September, 2019 at 5.00 pm. E-voting was concluded by CDSL at 5.00 pm on 29<sup>th</sup> September, 2019.


**Details of the e-voting:**

Number of members participated in e-voting were 20 and voted for 09 resolutions in the manner mentioned below:

Res. No.	Voted in favour of	Voted against
1	19	0
2	16	2
3	20	0
4	15	5
5	19	1
6	15	5
7	15	5
8	16	4
9	16	4

**Details of voting by poll:**

39 (Thirty Nine) Persons were present for the meeting out of which 30 (Thirty) were members and 2(Two) were proxies and 7(Seven) were authorised representative. 24 (Twenty Four) present participated in poll out of which 23 (Twenty Three) were present in person and 1 (One) was proxy.

None of the ballot paper were declared invalid.

The combined results of E-voting and Poll are summarised in Annexure –I of this report.

The compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

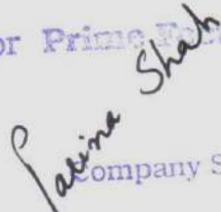
Thanking you,

Yours faithfully,  
For Shilpa Ray & Associates

  
Shilpa Ray  
FCS-5936  
CP: 5311



For Prime Focus Ltd.

  
Company Secretary

Place: Mumbai  
Dated: September 30, 2019



The results of the Poll are as under:

**Resolution No.1:**

**To receive, consider and adopt:**

- a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Board of Directors and Auditors thereon.
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34073533	98.4540	34073533	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34073533</b>	<b>98.4540</b>	<b>34073533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171470179</b>	<b>57.3129</b>	<b>171470179</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Shilpa Thakur*

SHILPA RAY & ASSOCIATE  
C. P. NO  
5311  
COMPANY SECRETARIES

**Resolution No. 2:**

To appoint a Director in place of Mr. Namit Malhotra (DIN-00004049), who retires by rotation and being eligible, offers himself for re-appointment

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000
	Poll							
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33550528	530249	98.4441	1.5559
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33550528</b>	<b>530249</b>	<b>98.4441</b>	<b>1.5559</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
		299182312	<b>66869782</b>	<b>22.3508</b>	<b>66339533</b>	<b>530249</b>	<b>99.2070</b>	<b>0.7930</b>

*Shilpa Ray*



**Resolution No. 3:****To re-appoint the Statutory Auditors and fix their remuneration (Ordinary Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	34080777	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>34080777</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>171477423</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Shilpa Ray*

SHILPA RAY & ASSOCIATES  
C. P. NO  
5311  
COMPANY SECRETARIES

**Resolution No. 4: To re-appoint Mr. Srinivasan Kodi Raghavan (DIN: 00012449) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33421778	658999	98.0664	1.9336
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33421778</b>	<b>658999</b>	<b>98.0664</b>	<b>1.9336</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170818424</b>	<b>658999</b>	<b>99.6157</b>	<b>0.3843</b>

*Shilpa Raha*

SHILPA RAY & ASSOCIATES  
C. P. NO  
5311  
COMPANY SECRETARIES

**Resolution No. 5: To re-appoint Mr. Rivkaran Singh Chadha (DIN 00308288) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33555777	525000	98.4595	1.5405
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33555777</b>	<b>525000</b>	<b>98.4595</b>	<b>1.5405</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170952423</b>	<b>525000</b>	<b>99.6938</b>	<b>0.3062</b>

*Shilpa Ray*



**Resolution No. 6: To re-appoint Mr. Padmanabha Gopal Aiyar (DIN: 02722981), who has attained the age of 75 (Seventy five) years, as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33421778	658999	98.0664	1.9336
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33421778</b>	<b>658999</b>	<b>98.0664</b>	<b>1.9336</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170818424</b>	<b>658999</b>	<b>99.6157</b>	<b>0.3843</b>

*Shilpa Pathe*

SHILPA RAY & ASSOCIATES  
C. P. NO  
5311  
COMPANY SECRETARIES

**Resolution No. 7: To re-appoint Dr. (Mrs.) Hemalatha Thiagarajan (DIN: 07144803) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33421778	658999	98.0664	1.9336
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33421778</b>	<b>658999</b>	<b>98.0664</b>	<b>1.9336</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170818424</b>	<b>658999</b>	<b>99.6157</b>	<b>0.3843</b>

*Shilpa Ray*



**Resolution No. 8: To consider and approve increase in the limits for investments, loans, guarantees and security of the Company under Section 186 of Companies Act, 2013 (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={(2)/[1]}*100	[4]	[5]	[6]={(4)/[2]}*100	[7]={(5)/[2]}*100
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33946778	133999	99.6068	0.3932
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33946778</b>	<b>133999</b>	<b>99.6068</b>	<b>0.3932</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317938	6	99.9981	0.0019
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32788999</b>	<b>6</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>171343418</b>	<b>134005</b>	<b>99.9219</b>	<b>0.0781</b>

*Shilpa Prakash*

SHILPA RAY & ASSOCIATES  
C. P. NO  
5311  
COMPANY SECRETARIES



**Resolution No. 9: To consider and approve the Sale of VFX business undertaking of the Company (Special Resolution)**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	104607641	77101546	73.7055	77101546	0	100.0000	0.0000
	Poll		27506095	26.2945	27506095	0	100.0000	0.0000
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	34608585	34080777	98.4749	33427027	653750	98.0818	1.9182
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34080777</b>	<b>98.4749</b>	<b>33427027</b>	<b>653750</b>	<b>98.0818</b>	<b>1.9182</b>
Public Non Institutions	E-Voting	159966086	32471061	20.2987	32471061	0	100.0000	0.0000
	Poll		317944	0.1988	317944	0	100.0000	0.0000
	<b>Total</b>		<b>32789005</b>	<b>20.4975</b>	<b>32789005</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>299182312</b>	<b>171477423</b>	<b>57.3154</b>	<b>170823673</b>	<b>653750</b>	<b>99.6188</b>	<b>0.3812</b>

*Shilpa Prakash*  


**For Prime Foods Ltd.**

*Pavina Shetty*  
 Company Secretary