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April 20, 2020

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

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

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

Sub: Voting results of the postal ballot of Prime Focus Limited (the “Company”), in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”)

Dear Sir(s),

Pursuant to Regulation 44(3) of the LODR Regulations, we wish to inform you that Members of the Company on April 18, 2020, have passed the below special resolution by way of Postal Ballot.

Special Resolution: Appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as a Chairman and Whole-time Director

Please find enclosed herewith, the voting result of the postal ballot along with the Scrutinizer’s Report dated April 20, 2020, for your reference.

The same are also being uploaded on Company’s website.

Kindly take the same on record and acknowledge receipt of the same.

Thanking you.

Yours Faithfully,
For **Prime Focus Limited**

Sd/-
Parina Shah
Company Secretary
Encl.: a/a
Contact No.: 7738356553

Note: In view of the lockdown due to COVID-19 pandemic, we are submitting unsigned letter



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In accordance with Regulation 44(3) of the LODR Regulations, the voting results of the Postal Ballot conducted by the Company are furnished below:

Sr. No.	Description	Particulars
1	Date of Postal Ballot	April 18, 2020 <i>(Being the last date of receipt of duly completed Postal Ballot Forms/ e-voting)</i>
2	Total number of shareholders on record date <i>(i.e March 6, 2020 – record date)</i>	9,929
3	No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group Public	Not Applicable Not Applicable
4	No. of shareholders attended the meeting through Video Conference Promoter and Promoter Group Public	Not Applicable Not Applicable

For **Prime Focus Limited**

Sd/-

Parina Shah

Company Secretary



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Agenda wise disclosure

Resolution Required :			Special Resolution : Appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as a Chairman and Whole-time Director					
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
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	104607641	0	0.00	0	0	0.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	34338894	34058700	99.184	34058700	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Total		34058700	99.184	34058700	0	100.00	0.00
Public Non Institutions	E-Voting	160302443	32474955	20.2586	32472269	2686	99.9917	0.0083
	Ballot		0	0.00	0	0	0.00	0.00
	Total		32474955	20.2586	32472269	2686	99.9917	0.0083
Total		299248978	66533655	22.2335	66530969	2686	99.9960	0.0040

Conclusion: The above mentioned resolution is passed with requisite majority

For **Prime Focus Limited**
Sd/-
Parina Shah
Company Secretary

Note: In view of the lockdown due to COVID-19 pandemic, we are submitting unsigned letter.



SCRUTINIZER'S REPORT ON POSTAL BALLOT AND E-VOTING

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To
The Chairman,
Prime Focus Limited,
Prime Focus House,
Opp. Citi Bank, Linking Road,
Khar (W), Mumbai- 400052

Dear Sir,

I, Shilpa Ray, the proprietor of M/s. Shilpa Ray & Associates, Company Secretaries (FCS : 5936 CP : 5311), Mumbai was appointed as Scrutinizer by the Board of Directors of Prime Focus Limited (Hereinafter referred as 'PFL') at the Board Meeting held on 11th March, 2020 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through e-voting facility provided by CDSL (Central Depository Services (India) Limited (hereinafter referred as 'CDSL') in respect of the resolutions set out in the postal ballot notice dated 11th March, 2020.

To enable wider participation of shareholders, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations") all the listed entities are required to provide e-voting facility to their shareholders on all shareholders' resolutions to be passed at General Meetings or through Postal Ballot. PFL has provided the postal ballot facility to its shareholders.

In terms of the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 PFL is responsible for compliance with the rules mentioned therein relating to e-voting. PFL accordingly has made arrangements with the CDSL and Registrar and Transfer Agent (RTA) M/s Link Intime India Private Limited to provide system of e-voting to its shareholders through e-voting website www.evotingindia.com.

My responsibility as a scrutinizer for the e-voting and voting through postal ballot is restricted to report the votes casted in favour or against the resolutions set out in the notice dated 11th March, 2020. I submit my report as under:



For Prime Focus Limited

Sd/-
Parina Shah

Scrutinizer's Report/PFL/2020/Page 1 of 3

Shilpa Ray & Associates, Company Secretaries

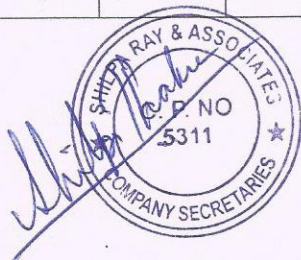
1. PFL through RTA had uploaded the resolutions together with explanatory statement on which e-voting was required and for generating Electronic Voting Sequence Number (EVSN) by the system provider CDSL. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice 11th March, 2020 sent to the shareholders by email addresses registered with Depository Participants and partly by courier / Registered Post along with self-addressed prepaid Business Reply Envelope. The cut-off date for ascertaining the members whose names appeared in the Register of Members / Record of Depositories was Friday, 6th March, 2020 for the purpose of dispatch of postal ballot papers to the shareholders.
2. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by Ministry of Corporate Affairs, an advertisement was published by the Company in "Business Standard", the English Newspaper and "Pudhari" the Marathi Newspaper on March 20, 2020 informing about the completion of dispatch of the Postal Ballot Notices, both by courier, Registered Post and by email, wherever applicable to the shareholders along with the other matters mentioned therein.
3. As per the notice of postal ballot sent to the shareholders, Saturday, 18th April, 2020 was fixed as the last date of receipt of Postal Ballots Forms and E-Voting till the closing of working hours i.e. 05.00 p.m. (IST). Thereafter the e-voting facility was disabled by CDSL for e-voting.
4. Due to COVID -19 virus pandemic – continuation from March 21, 2020, Company has not received any Postal Ballot Forms.
5. I have received a complete record of votes casted through e-voting facility from CDSL on Saturday 18th April, 2020 after 5.00 p.m.
6. The report of votes casted 'For' and 'Against' of the resolutions that were put to vote generated by CDSL for e-voting and the tally of physical postal ballot forms received is as under :

E-voting:

Resolution No	Total Votes casted	Votes in favour of Resolution			Voted against resolution			Invalid Votes	
		No of e-voting entries	No of equity shares	% to valid votes	No of e-voting entries	No of equity shares	% to valid votes	No of e-voting entries	No of equity shares
1	66533655	19	66530965	99.99	2	2686	0.004	0	0

Postal Ballot:

Resolution No	Total Votes casted	Votes in favour of Resolution			Voted against resolution			Invalid Votes	
		No of e-voting entries	No of equity shares	% to valid votes	No of e-voting entries	No of equity shares	% to valid votes	No of e-voting entries	No of equity shares
1	0	0	0	0	0	0	0	0	0



For Prime Focus Limited

Sd/-

Parina Shah

7. The Register and all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairman considers, approves and signs the Minutes. Thereafter the papers and records relating to the postal ballot will be handed over to the Company.
8. The above mentioned resolution is deemed to be passed by requisite majority as on the closure of postal ballot and e-voting date i.e. 18th April, 2020.
9. You may accordingly declare the voting results

The Summary of the voting in format prescribed under Regulation 44 of SEBI (LODR) Regulations, is annexed separately to this report.

For Shilpa Ray & Associates,

For Prime Focus Limited

Company Secretaries



Shilpa Ray

Sd/-

Parina Shah

FCS : 5936 CP : 5311

Date : 20/04/2020

Place : Mumbai

UDIN : F005936B000168153



We, the undersigned, have witnessed that the votes cast through e-voting were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on 20th April, 2020 at 4.15 p.m.

Sd/-

Sd/-

(Sunil Kumar Panigrahi)

(Trupti Bhingude)

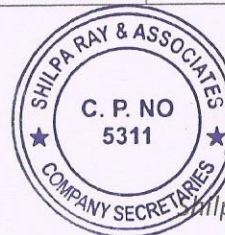
Based on the report generated from Central Depository Services (India) Limited (CDSL) e-voting website www.evotingindia.com and the Postal Ballot Forms received from the Members, the combined results of the postal ballot and e-voting on the Resolutions are reported as under:

Resolution No.1: Appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as a Chairman and Whole-time Director:

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						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	34338894	34058700	99.1840	34058700	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34058700	99.1840	34058700	0	100.0000	0.0000
Public Non Institutions	E-Voting	160302443	32474955	20.2586	32472269	2686	99.9917	0.0083
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		32474955	20.2586	32472269	2686	99.9917	0.0083
Total		299248978	66533655	22.2335	66530969	2686	99.9960	0.004

For Prime Focus Limited

Sd/-
Parina Shah



Shilpa Ray