



**PRIME FOCUS**  
L I M I T E D

**October 03, 2022**

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 Jeejebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Fax Nos.: 22723121/2037/2039

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

**Dear Sir,**

**Sub: Voting Results along with Scrutinizer's Report of the 25<sup>th</sup> Annual General Meeting ("AGM") of the Members of Prime Focus Limited ("the Company") pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Pursuant to Regulation 44 (3) of SEBI Listing Regulations, please find enclosed herewith the details regarding the voting results in the prescribed format along with the Scrutinizer's Report of the 25<sup>th</sup> AGM of the members of the Company duly convened on **Friday, September 30, 2022 at 12:30 P.M. (IST)** through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") in compliance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Further, please note that all the resolutions at the AGM were passed with requisite majority.

The Voting Results along with the Scrutinizer's Report dated September 30, 2022 are also made available on the Company's website at [www.primefocus.com](http://www.primefocus.com).

Request you to take the above on your record.

Thanking you,

**Yours faithfully,  
For Prime Focus Limited**

PARINA NIRAV  
NIRAV SHAH  
SHAH  
Digitally signed by PARINA  
NIRAV SHAH  
Date: 2022.10.03 18:33:14  
+05'30'

**Parina Shah  
Company Secretary & Compliance Officer**  
Encl.: As above



**PRIME FOCUS**  
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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**

<b>Sr. No.</b>	<b>Description</b>	<b>Particulars</b>
A.	Day & Date of the 25 <sup>th</sup> AGM	Friday, September 30, 2022
B.	Total No. of shareholders on cut-off Date i.e. September 23, 2022	10766
C.	No. of Shareholders present in the meeting either in person or through Proxy: i) Promoters and promoter group ii) Public	Not Applicable
D.	No. of shareholders who attended the meeting through Video Conferencing: i) Promoters and promoter group ii) Public	2 78



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**AGENDA WISE DETAILS:**

		<p><b>1 - To receive, consider and adopt:</b></p> <p><b>(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Board of Directors and Auditors thereon.</b></p> <p><b>(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of Auditors thereon.</b></p>						
<b>Resolution Required : (Ordinary)</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=[2]/[1]*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=[4]/[2]*100</b>	<b>[7]=[5]/[2]*100</b>
Promoter and Promoter Group	E-Voting	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382860	1397	99.9958	0.0042
	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>33384257</b>	<b>59.1774</b>	<b>33382860</b>	<b>1397</b>	<b>99.9958</b>	<b>0.0042</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874716</b>	<b>1397</b>	<b>99.9979</b>	<b>0.0021</b>

\*This includes e-voting at the AGM



# PRIME FOCUS

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Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. Naresh Malhotra (DIN: 00004597) 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382710	1547	99.9954	0.0046
	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>33384257</b>	<b>59.1774</b>	<b>33382710</b>	<b>1547</b>	<b>99.9954</b>	<b>0.0046</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874566</b>	<b>1547</b>	<b>99.9977</b>	<b>0.0023</b>

\*This includes e-voting at the AGM



**PRIME FOCUS**  
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Resolution Required : (Special)		3 - To consider re-appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as a Chairman and Whole-time Director of the Company.						
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
Promoter and Promoter Group	E-Voting	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382705	1552	99.9954	0.0046
	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>33384257</b>	<b>59.1774</b>	<b>33382705</b>	<b>1552</b>	<b>99.9954</b>	<b>0.0046</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874561</b>	<b>1552</b>	<b>99.9977</b>	<b>0.0023</b>

\*This includes e-voting at the AGM



# PRIME FOCUS

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Resolution Required : (Ordinary)			4 - To approve material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary 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	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	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382810	1447	99.9957	0.0043
	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>33384257</b>	<b>59.1774</b>	<b>33382810</b>	<b>1447</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874666</b>	<b>1447</b>	<b>99.9978</b>	<b>0.0022</b>

\*This includes e-voting at the AGM



# PRIME FOCUS

L I M I T E D

Resolution Required : (Ordinary)			5 - To approve material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties 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	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	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382810	1447	99.9957	0.0043
	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>33384257</b>	<b>59.1774</b>	<b>33382810</b>	<b>1447</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874666</b>	<b>1447</b>	<b>99.9978</b>	<b>0.0022</b>

\*This includes e-voting at the AGM



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L I M I T E D

Resolution Required : (Ordinary)		6 - To approve material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and Double Negative Limited, a subsidiary 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	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	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382810	1447	99.9957	0.0043
	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>33384257</b>	<b>59.1774</b>	<b>33382810</b>	<b>1447</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874666</b>	<b>1447</b>	<b>99.9978</b>	<b>0.0022</b>

\*This includes e-voting at the AGM





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Resolution Required : (Ordinary)		7 - To approve material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties 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	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	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382810	1447	99.9957	0.0043
	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>33384257</b>	<b>59.1774</b>	<b>33382810</b>	<b>1447</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874666</b>	<b>1447</b>	<b>99.9978</b>	<b>0.0022</b>

\*This includes e-voting at the AGM



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L I M I T E D

Resolution Required : (Ordinary)		8 - To approve material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties 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	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	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382810	1447	99.9957	0.0043
	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>33384257</b>	<b>59.1774</b>	<b>33382810</b>	<b>1447</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874666</b>	<b>1447</b>	<b>99.9978</b>	<b>0.0022</b>

\*This includes e-voting at the AGM



**PRIME FOCUS**  
L I M I T E D

Resolution Required : (Ordinary)		9 - To approve material related party transaction(s) between Double Negative Toronto Productions Ltd., a subsidiary of the Company and certain identified Related Parties 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	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	209547528	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	33575256	33491856	99.7516	33491856	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>33491856</b>	<b>99.7516</b>	<b>33491856</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	56413860	33384257	59.1774	33382860	1397	99.9958	0.0042
	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>33384257</b>	<b>59.1774</b>	<b>33382860</b>	<b>1397</b>	<b>99.9958</b>	<b>0.0042</b>
<b>Total</b>		<b>299536644</b>	<b>66876113</b>	<b>22.3265</b>	<b>66874716</b>	<b>1397</b>	<b>99.9979</b>	<b>0.0021</b>

\*This includes e-voting at the AGM

**For Prime Focus Limited**

**PARINA**  
**NIRAV SHAH**  
**Parina Shah**

Digitally signed by  
PARINA NIRAV SHAH  
Date: 2022.10.03 18:34:53  
+05'30'

**Company Secretary & Compliance Officer**

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

## SCRUTINIZER'S REPORT

To,  
The Chairman,  
**PRIME FOCUS LIMITED,**  
Prime Focus House, Opp. Citi Bank,  
Linking Road, Khar – (West),  
Mumbai - 400052.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 25<sup>th</sup> Annual General Meeting of Prime Focus Limited held on Friday, September 30, 2022, at 12:30 P.M. (IST) through video conferencing ('VC')/Other Audio Visual Means ('OVAM').**

I, **Mehul Raval**, Practicing Company Secretary (Membership No.: ACS-18300 and Certificate of Practice No.: 24170), having office at Office No. 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali West, Mumbai – 400 067 was appointed as Scrutinizer by the Board of Directors of **Prime Focus Limited** ("the Company") for the purpose of scrutinizing Remote e-Voting process as well as to scrutinize the electronic voting conducted at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of the below mentioned Resolutions proposed at the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Friday, 30<sup>th</sup> September, 2022 at 12:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the AGM through VC/OAVM till 31<sup>st</sup> December 2022. I am familiar and well versed with the concept of electronic voting system as prescribed under the prescribed rules, SEBI Circulars and MCA Circulars.

The venue for the AGM was deemed to be held at the Registered office of the Company at Prime Focus House, Opp. CITI Bank, Linking Road, Khar (West), Mumbai- 400052. I submit my report as under:





# MEHUL RAVAL

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## 1. Dispatch of Notice convening the Meeting.

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for Financial Year 2021-22 was sent on September 7, 2022 by e-mail to Shareholders who had registered their email- id's with Depositories/the Company. The Notice and Annual Report is also available on company's website [www.primefocus.com](http://www.primefocus.com).

## 2. Cut-off Date

The Voting rights were reckoned as on **September 23, 2022** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

## 3. e-Voting

### i. Agency:


The Company has appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-Voting platform.

### ii. Remote-Voting:

The remote e-Voting platform was open from 09:00 A.M. (IST) on Monday, September 26, 2022 upto 5:00 p.m.(IST) on Thursday, September 29, 2022 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary & Special Resolutions, on the e-Voting platform provided by CDSL.

## 4. Counting Process:

- i. The vote cast under remote e-Voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the CDSL e-Voting system.

  
Name: Mr. Harshvardhan Tarkas

  
Name: Mr. Chinmay Tarkas

- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted "For" or "Against" were downloaded from the e-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).



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- iii. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules thereunder and Listing Regulations relating to remote e-Voting and at the Meeting on the Resolutions contained in the Notice of the AGM.
  - iv. My responsibility as scrutinizer for the remote e-Voting and the voting conducted through electronic voting at the meeting is restricted to scrutinize the E-voting process in fair and transparent manner and to prepare Scrutinizer's Report of the Votes cast on the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by the CDSL.
  - v. Further, during the AGM, the facility to vote electronically was provided to facilitate those shareholders who were attending the meeting through VC/OAVM but did not participate in the Remote E-voting to record their votes.
  - vi. The result of remote E-voting and E-voting is as under:

## Resolution No. 1 - Ordinary Resolution

To receive, consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
- (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of Auditors thereon.

- (i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
85	66874716	99.9979

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
3	1397	0.0021





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(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil

## Resolution No. 2 - Ordinary Resolution

To appoint a Director in place of Mr. Naresh Malhotra (DIN: 00004597) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
83	66874566	99.9977

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
5	1547	0.0023

(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil

## Resolution No.3 - Special Resolution

To consider re-appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as a Chairman and Whole-time Director of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
82	66874561	99.9977



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(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
6	1552	0.0023

(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil

## Resolution No.4 - Ordinary Resolution

To approve material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
84	66874666	99.9978

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	1447	0.0022

(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil





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## Resolution No.5 - Ordinary Resolution

To approve material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
84	66874666	99.9978

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	1447	0.0022

(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil

## Resolution No. 6 - Ordinary Resolution

To approve material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and Double Negative Limited, a subsidiary of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
84	66874666	99.9978

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	1447	0.0022



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(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil

## Resolution No. 7- Ordinary Resolution

To approve material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
84	66874666	99.9978

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	1447	0.0022

(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil

## Resolution No. 8- Ordinary Resolution

To approve material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
84	66874666	99.9978



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(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	1447	0.0022

(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil

## Resolution No. 9- Ordinary Resolution

To approve material related party transaction(s) between Double Negative Toronto Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
85	66874716	99.9979

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
3	1397	0.0021

(iii) Invalid votes

Number of members voted	Number of votes cast (Shares)	% of total number of votes cast
Nil	Nil	Nil





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I hereby confirm that I am maintaining the registers from the service provider in respect of the votes cast through remote e-voting and e-voting conducted at the AGM by the shareholders of the Company. The final analysis of the remote e-voting and e-voting is annexed herewith as *Annexure 'A'*. All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



*Mehul*

CS Mehul Raval  
Practicing Company Secretary  
ACS: 18300  
COP: 24170  
UDIN: A018300D001094672  
Place: Mumbai  
Date: September 30, 2022

*Parina Shah*



Parina Shah  
Company Secretary & Compliance Officer

# MEHUL RAVAL

Practicing Company Secretary

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## Annexure A

### RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the financial year ended March 31, 2022, together with the Report of Board of Directors and Auditors thereon.	Ordinary Resolution	99.9979	0.0021
2.	To appoint a Director in place of Mr. Naresh Malhotra (DIN: 00004597) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	99.9977	0.0023
3.	To consider re-appointment of and remuneration payable to Mr. Naresh Malhotra (DIN: 00004597) as a Chairman and Whole-time Director of the Company.	Special Resolution	99.9977	0.0023
4.	To approve material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company.	Ordinary Resolution	99.9978	0.0022
5.	To approve material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.9978	0.0022
6.	To approve material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and Double Negative Limited, a subsidiary of the Company.	Ordinary Resolution	99.9978	0.0022
7.	To approve material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.9978	0.0022
8.	To approve material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.9978	0.0022
9.	To approve material related party transaction(s) between Double Negative Toronto Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.9979	0.0021

