

August 08, 2022

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,
Phiroze Jeejeebhoy 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 “SEBI Listing Regulations”) along with the Scrutinizer’s Report.

Dear Sir(s),

Pursuant to Regulation 30 and 44(3) of the SEBI Listing Regulations, and in furtherance to our letter dated July 08, 2022, submitting the Notice of Postal Ballot dated June 30, 2022, we wish to inform you that Members of the Company on August 07, 2022, have passed the below Ordinary/Special resolutions through requisite majority by way of Postal Ballot through e-voting only (“remote e-voting”).

| Sr. No | Special Business | Type of Resolution |
|--------|---|---------------------|
| 1. | Approval for extension of exercise period under Prime Focus Limited ('PFL') – Employees Stock Option Scheme 2014. | Special Resolution |
| 2. | Approval for appointment of Mr. Vibhav Niren Parikh (DIN: 00848207) as a Non-Executive Director of the Company. | Ordinary Resolution |
| 3. | Approval for existing and new material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company. | Ordinary Resolution |
| 4. | Approval for existing and new 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 |

Parina Shah





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| | | |
|----|---|---------------------|
| 5. | Approval for existing and new 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 |
| 6. | Approval for existing and new 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 |
| 7. | Approval for existing and new material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties of the Company. | Ordinary Resolution |
| 8. | Approval for existing and new 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 |

Please find enclosed herewith the following:

1. Voting Results as required under Regulation 44 of SEBI Listing Regulations;
2. Report of the Scrutinizer dated August 08, 2022 pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for your reference.

The Voting Results along with the Scrutinizer's Report will be available on the website of the Company: www.primefocus.com and on the website of Central Depository Services (India) Limited: www.evotingindia.com. Kindly take the same on record and acknowledge receipt of the same.

Thanking you.

Yours Faithfully,

For **Prime Focus Limited**

Parina Shah



Parina Shah

Company Secretary & Compliance Officer

Encl.: a/a

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

| Sr. No. | Description | Particulars |
|---------|--|--|
| 1 | Date of Postal Ballot (date of passing of Ordinary/ Special Resolutions) | August 07, 2022 (<i>Being the last date of e-voting</i>) |
| 2 | Voting Start Date | July 09, 2022 |
| 3 | Voting End Date | August 07, 2022 |
| 4 | Total number of shareholders on record date (<i>i.e June 30, 2022</i>) | 10,749 |
| 5 | No. of shareholders present in the meeting either in person or through proxy | |
| | Promoter and Promoter Group | Not Applicable |
| | Public | Not Applicable |
| 6 | No. of shareholders attended the meeting through Video Conference | Not Applicable |

Paolina Shah



Agenda wise disclosure:

| Prime Focus Limited | | | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special) | | 1 - Approval for extension of exercise period under Prime Focus Limited ('PFL') – Employees Stock Option Scheme 2014 | | | | | | |
| 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 |
| Promoter and Promoter Group | E-Voting | 209547528 | 167141533 | 79.7631 | 167141533 | 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 |
| | Total | | 167141533 | 79.7631 | 167141533 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 33569382 | 33491856 | 99.7691 | 33421778 | 70078 | 99.7908 | 0.2092 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33491856 | 99.7691 | 33421778 | 70078 | 99.7908 | 0.2092 |
| Public Non Institutions | E-Voting | 56419734 | 33663407 | 59.6660 | 33660063 | 3344 | 99.9901 | 0.0099 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33663407 | 59.6660 | 33660063 | 3344 | 99.9901 | 0.0099 |
| Total | | 299536644 | 234296796 | 78.2197 | 234223374 | 73422 | 99.9687 | 0.0313 |





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| Prime Focus Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 2 - Approval for appointment of Mr. Vibhav Niren Parikh (DIN: 00848207) as a Non-Executive Director 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 | 167141533 | 79.7631 | 167141533 | 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 |
| | Total | | 167141533 | 79.7631 | 167141533 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 33569382 | 33491856 | 99.7691 | 33421778 | 70078 | 99.7908 | 0.2092 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33491856 | 99.7691 | 33421778 | 70078 | 99.7908 | 0.2092 |
| Public Non Institutions | E-Voting | 56419734 | 33663407 | 59.6660 | 33660193 | 3214 | 99.9905 | 0.0095 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33663407 | 59.6660 | 33660193 | 3214 | 99.9905 | 0.0095 |
| Total | | 299536644 | 234296796 | 78.2197 | 234223504 | 73292 | 99.9687 | 0.0313 |



| Prime Focus Limited | | | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | 3 - Approval for existing and new 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 |
| | | | | | | | | |
| 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 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | E-Voting | 33569382 | 33491856 | 99.7691 | 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 |
| | Total | | 33491856 | 99.7691 | 33491856 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 56419734 | 33563407 | 59.4888 | 33559887 | 3520 | 99.9895 | 0.0105 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33563407 | 59.4888 | 33559887 | 3520 | 99.9895 | 0.0105 |
| Total | | 299536644 | 67055263 | 22.3863 | 67051743 | 3520 | 99.9948 | 0.0052 |



| Prime Focus Limited | | | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | 4 - Approval for existing and new 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]={[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 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | E-Voting | 33569382 | 33491856 | 99.7691 | 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 |
| | Total | | 33491856 | 99.7691 | 33491856 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 56419734 | 33563407 | 59.4888 | 33560688 | 2719 | 99.9919 | 0.0081 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33563407 | 59.4888 | 33560688 | 2719 | 99.9919 | 0.0081 |
| Total | | 299536644 | 67055263 | 22.3863 | 67052544 | 2719 | 99.9959 | 0.0041 |



| Prime Focus Limited | | | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | 5 - Approval for existing and new 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] | $[3]=\{[2]/[1]\} * 100$ | [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 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | E-Voting | 33569382 | 33491856 | 99.7691 | 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 |
| | Total | | 33491856 | 99.7691 | 33491856 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 56419734 | 33563407 | 59.4888 | 33560688 | 2719 | 99.9919 | 0.0081 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33563407 | 59.4888 | 33560688 | 2719 | 99.9919 | 0.0081 |
| Total | | 299536644 | 67055263 | 22.3863 | 67052544 | 2719 | 99.9959 | 0.0041 |



| Prime Focus Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 6 - Approval for existing and new 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] | $[3]=\{[2]/[1]\} * 100$ | [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 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | E-Voting | 33569382 | 33491856 | 99.7691 | 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 |
| | Total | | 33491856 | 99.7691 | 33491856 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 56419734 | 33563407 | 59.4888 | 33560686 | 2721 | 99.9919 | 0.0081 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33563407 | 59.4888 | 33560686 | 2721 | 99.9919 | 0.0081 |
| Total | | 299536644 | 67055263 | 22.3863 | 67052542 | 2721 | 99.9959 | 0.0041 |





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| Prime Focus Limited | | | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | 7 - Approval for existing and new 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 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | E-Voting | 33569382 | 33491856 | 99.7691 | 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 |
| | Total | | 33491856 | 99.7691 | 33491856 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 56419734 | 33563407 | 59.4888 | 33559735 | 3672 | 99.9891 | 0.0109 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33563407 | 59.4888 | 33559735 | 3672 | 99.9891 | 0.0109 |
| Total | | 299536644 | 67055263 | 22.3863 | 67051591 | 3672 | 99.9945 | 0.0055 |



| Prime Focus Limited | | | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | 8 - Approval for existing and new 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] | $[3]=\{[2]/[1]\} * 100$ | [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 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | E- Voting | 33569382 | 33491856 | 99.7691 | 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 |
| | Total | | 33491856 | 99.7691 | 33491856 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E- Voting | 56419734 | 33563407 | 59.4888 | 33560398 | 3009 | 99.9910 | 0.0090 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33563407 | 59.4888 | 33560398 | 3009 | 99.9910 | 0.0090 |
| Total | | 299536644 | 67055263 | 22.3863 | 67052254 | 3009 | 99.9955 | 0.0045 |



MEHUL RAVAL

Practicing Company Secretary

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

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

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

Dear Sir,

Sub.: Prime Focus Limited - Scrutinizer's Report on Postal Ballot (e-voting) Results.

The Board of Directors of Prime Focus Limited (hereinafter referred to as "**the Company**") at their meeting held on June 30, 2022, has appointed me as the Scrutinizer for scrutinizing the Postal Ballot e-voting process in a fair and transparent manner in the matter of Ordinary and Special Resolutions proposed in the Notice of the Postal Ballot dated June 30, 2022.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "**Act**") read with the relevant Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time and the Secretarial Standard on the General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, the Company has provided remote e-voting facility to its Members for voting on the resolutions contained in the Notice of the Postal Ballot.

The Company has made an arrangement with Central Depository Services (India) Ltd ("**CDSL**") for facilitating e-voting for the Members to enable them to cast their votes electronically.

Considering the current threat posed by COVID-19 pandemic situation, and as per Ministry of Corporate Affairs ('MCA') General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 (**collectively referred to as 'MCA Circulars'**) the Company has sent the Notice of the Postal Ballot pursuant to Section 110 of the Act along with draft of the Resolutions and Explanatory Statement as required under section 102 of the Act only in electronic form to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants and whose names appeared in the Register of Members and as beneficial owners in the records of Depositories as on the cut-off date i.e. June 30, 2022. Hard copy of the Notice of the Postal Ballot along with Postal Ballot form and pre-paid business reply envelop has not been sent to the Members. The communication of the assent or dissent of the Members were sought through the e-voting system only.



MEHUL RAVAL

Practicing Company Secretary

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

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

The Notice of the Postal Ballot was uploaded on the Company's website www.primefocus.com and on the website of Stock Exchanges www.bseindia.com and www.nseindia.com and on website of CDSL i.e. www.evotingindia.com.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and Listing Regulations relating to the items being placed for approval of the Members through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice of the Postal Ballot, based on the reports generated from the e-voting system provided by CDSL.

The item for which approval of the Members of the Company was sought as stated in the Notice of the Postal Ballot is mentioned hereunder: -

| Sr. No | Description of the Resolutions | Type of Resolutions |
|--------|---|---------------------|
| 1 | Approval for extension of exercise period under Prime Focus Limited ('PFL') – Employee Stock Option Scheme 2014. | Special Resolution |
| 2 | Approval for appointment of Mr. Vibhav Niren Parikh (DIN: 00848207) as a Non-Executive Director of the Company. | Ordinary Resolution |
| 3 | Approval for existing and new material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company. | Ordinary Resolution |
| 4 | Approval for existing and new 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 |
| 5 | Approval for existing and new 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 |
| 6 | Approval for existing and new 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 |
| 7 | Approval for existing and new material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain Identified Related Parties of the Company. | Ordinary Resolution |
| 8 | Approval for existing and new 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 |



MEHUL RAVAL

Practicing Company Secretary

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

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

In connection with the above referred matters, I hereby submit my report as under:

- 1) Due to the situation arising of COVID-19 and relaxations provided by MCA in terms of aforesaid MCA Circulars, the Members of the Company holding shares as on June 30, 2022 ("**cut- off date**") had an option to vote through the e-voting facility only as per MCA Circulars. The Company has also provided option for e-voting to those shareholders, who held shares in Physical form.
- 2) The Company has completed the dispatch of Notice of the Postal Ballot by email on July 08, 2022, to all the members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the close of business hours on cut-off date.
- 3) The Company has published an advertisement on July 09, 2022, regarding completion of dispatch of Postal Ballot Notice to eligible members in "Pudhari", Marathi Newspaper (Regional Language) and "Business Standard", English Newspaper.
- 4) The voting period for remote e-voting on Postal Ballot commenced on **Saturday, July 09, 2022, at 09:00 a.m. (IST) and ended on Sunday, August 07, 2022, at 05:00 p.m. (IST)** and the CDSL e-voting module was disabled thereafter.
- 5) The particulars of remote e-voting report generated from electronic registry of CDSL e-voting system have been entered in a separate Register maintained for this purpose.
- 6) E-votes cast up to the close of working hours i.e., 05:00 P.M. on Sunday, August 07, 2022, i.e., the last date and time fixed by the Company for Postal Ballot process, has been considered for the purpose of this report.
- 7) As on the cut-off date, the paid-up capital of the Company was Rs. 29,95,36,644/- (Rupees Twenty-Nine Crores Ninety-Five Lacs Thirty-Six Thousand Six Hundred Forty-Four Only) divided into 29,95,36,644 equity shares of Re.1/- each.
- 8) The result of the remote e-voting is as under:

ITEM NO. 1- SPECIAL RESOLUTION:

Approval for extension of exercise period under Prime Focus Limited ('PFL') – Employee Stock Option Scheme 2014.



MEHUL RAVAL

Practicing Company Secretary

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

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

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(i) Voted in favour of the Resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 103 | 234223374 | 99.97 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 17 | 73422 | 0.03 |

(iii) Invalid votes

| Number of members voted | Number of invalid votes cast (Shares) | % of total number of invalid votes cast |
|-------------------------|---------------------------------------|---|
| NIL | NIL | NIL |

ITEM NO. 2- ORDINARY RESOLUTION:

Approval for appointment of Mr. Vibhav Niren Parikh (DIN: 00848207) as a Non-Executive 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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 105 | 234223504 | 99.97 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 15 | 73292 | 0.03 |

(iii) Invalid votes

| Number of members voted | Number of invalid votes cast (Shares) | % of total number of invalid votes cast |
|-------------------------|---------------------------------------|---|
| NIL | NIL | NIL |



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ITEM NO. 3- ORDINARY RESOLUTION:

Approval for existing and new 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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 106 | 67051743 | 99.99 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 11 | 3520 | 0.01 |

(iii) Invalid votes

| Number of members voted | Number of invalid votes cast (Shares) | % of total number of invalid votes cast |
|-------------------------|---------------------------------------|---|
| NIL | NIL | NIL |

ITEM NO. 4- ORDINARY RESOLUTION:

Approval for existing and new 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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 107 | 67052544 | 99.99 |



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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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 10 | 2719 | 0.01 |

(iii) Invalid votes

| Number of members voted | Number of invalid votes cast (Shares) | % of total number of invalid votes cast |
|-------------------------|---------------------------------------|---|
| NIL | NIL | NIL |

ITEM NO. 5- ORDINARY RESOLUTION:

Approval for existing and new 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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 107 | 67052544 | 99.99 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 10 | 2719 | 0.01 |

(iii) Invalid votes

| Number of members voted | Number of invalid votes cast (Shares) | % of total number of invalid votes cast |
|-------------------------|---------------------------------------|---|
| NIL | NIL | NIL |



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ITEM NO. 6- ORDINARY RESOLUTION:

Approval for existing and new 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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 106 | 67052542 | 99.99 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 11 | 2721 | 0.01 |

(iii) Invalid votes

| Number of members voted | Number of invalid votes cast (Shares) | % of total number of invalid votes cast |
|-------------------------|---------------------------------------|---|
| NIL | NIL | NIL |

ITEM NO. 7- ORDINARY RESOLUTION:

Approval for existing and new 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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 104 | 67051591 | 99.99 |



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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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 13 | 3672 | 0.01 |

(iii) Invalid votes

| Number of members voted | Number of invalid votes cast (Shares) | % of total number of invalid votes cast |
|-------------------------|---------------------------------------|---|
| NIL | NIL | NIL |

ITEM NO. 8- ORDINARY RESOLUTION:

Approval for existing and new 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 |
|-------------------------|-------------------------------------|---------------------------------------|
| 105 | 67052254 | 99.99 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| 12 | 3009 | 0.01 |

(iii) Invalid votes

| Number of members voted | Number of invalid votes cast (Shares) | % of total number of invalid votes cast |
|-------------------------|---------------------------------------|---|
| NIL | NIL | NIL |



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- 9) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of Postal Ballot.
- 10) Votes cast in favour or against is calculated based on the valid votes casted through e-voting.
- 11) Detailed summary of Result with assent/dissent for the resolutions is attached with this Report as Annexure – A.
- 12) Based on the aforesaid results, I report that the resolutions mentioned in the Notice of the Postal Ballot stands passed with the requisite majority on Sunday, August 07, 2022. I request the Company, to announce the voting result of Postal Ballot.

Thanking You,
Yours Faithfully,

Mehul



CS Mehul Raval
Practicing Company Secretary
ACS: 18300
COP: 24170
UDIN: A018300D000758050
Place: Mumbai
Date: August 08, 2022

Parina Shah



Parina Shah
Company Secretary
ACS: 18061

MEHUL RAVAL

Practicing Company Secretary

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

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

Annexure A

RESULT SUMMARY

| SR. NO. | RESOLUTION | TYPE OF RESOLUTION | FAVOUR (%) | AGAINST (%) |
|---------|---|----------------------------|------------|-------------|
| 1. | Approval for extension of exercise period under Prime Focus Limited ('PFL') - Employee Stock Option Scheme 2014. | Special Resolution | 99.97 | 0.03 |
| 2. | Approval for appointment of Mr. Vibhav Niren Parikh (DIN: 00848207) as a Non-Executive Director of the Company. | Ordinary Resolution | 99.97 | 0.03 |
| 3. | Approval for existing and new material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company. | Ordinary Resolution | 99.99 | 0.01 |
| 4. | Approval for existing and new 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 | 99.99 | 0.01 |
| 5. | Approval for existing and new 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 | 99.99 | 0.01 |
| 6. | Approval for existing and new 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 | 99.99 | 0.01 |
| 7. | Approval for existing and new material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain Identified Related Parties of the Company. | Ordinary Resolution | 99.99 | 0.01 |
| 8. | Approval for existing and new 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 | 99.99 | 0.01 |

