



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

September 30, 2021

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 along with Scrutinizer's Report of the 24th Annual General Meeting ("AGM") of the Members of Prime Focus Limited pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 of SEBI Listing Regulations, we have enclosed a copy of the Proceedings of the 24th AGM of the shareholders of the Company duly convened on **Thursday, September 30, 2021 at 03:00 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.

Pursuant to Regulation 44 (3) of SEBI Listing Regulations, also please find enclosed herewith the details regarding the voting results in the prescribed format along with the Scrutinizer's report.

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, 2021 are also made available on the Company's website at www.primefocus.com.

Request you to take the above on your record.

Thanking you,

**Yours faithfully,
For Prime Focus Limited**

Parina Shah



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



SUMMARY OF THE PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING ('AGM') OF PRIME FOCUS LIMITED ('THE COMPANY') HELD ON SEPTEMBER 30, 2021

The 24th Annual General Meeting ("AGM") of the Company was duly held on Thursday, September 30, 2021 at 03:00 p.m. (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") in view of the prevailing outbreak of covid-19 pandemic and in compliance with the provisions of the Companies Act, 2013 and rules made thereunder and the relevant circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, from time to time, to transact the business as stated in the Notice dated August 13, 2021 convening the AGM.

Ms. Parina Shah, Company Secretary attending the meeting from Mumbai, extended warm welcome to the Members present. She then, provided general instructions to the members regarding participation in the meeting which inter alia, included the few of the following points:-

- The Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM.
- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the 24th AGM of the Company and the remote e-voting period commenced on Sunday, September 26, 2021 at 9.00 a.m. (IST) and ended on Wednesday, September 29, 2021 at 5.00 p.m. (IST).
- Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically at the time of AGM through the platform provided by CDSL.
- The Company had appointed Mr. Mehul Raval, Company Secretary in Practice, (Membership No- ACS-18300, CP No. 24170) as the Scrutinizer for independently conducting and overseeing the remote e-voting process and voting at the time of AGM in a fair and transparent manner.
- The registers and documents, as statutorily required, were available for inspection during the Meeting.
- It was noted that the Chairman of the Audit Committee, the Nomination and Remuneration Committee and the Investor Grievance cum Stakeholders' Relationship Committee was present at the Meeting. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the Meeting.

Thereafter, Ms. Parina Shah handed over the proceedings to Mr. Naresh Malhotra, Chairman of the Company. The Chairman extended a warm welcome to the Shareholders, Board Members, representatives of the Body Corporates and all other present in the Meeting.



The requisite quorum being present, the Chairman called the meeting to order.

The Directors and Key Managerial Personnel(s) introduced themselves who joined the meeting through video conferencing from their respective locations.

The Chairman informed that in view of the restrictions due to outbreak of COVID19 and considering the social distancing norms, the AGM was conducted through VC/OAVM in compliance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India and with the consent of the members, the Notice convening the Meeting was taken as read. The Members were thereafter informed that, there were no qualification, reservation, adverse remark or disclaimer in the Statutory Auditors Report. Further, the Secretarial Audit Report also does not have any qualification, observation or other adverse remarks which has material adverse effect on the functioning of the Company. Accordingly, the reports being self-explanatory were considered as read.

The Annual General Meeting had been convened to seek approval of the Members for Ordinary and Special Business items as detailed in the Notice of the AGM and the shareholders of the Company were briefed about the following resolutions:

Ordinary Business:

1. (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, 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, 2021 and the Report of Auditors thereon.
(Ordinary Resolution)
2. To appoint Director in place of Mr. Namit Malhotra (DIN: 00004049), who retires by rotation and being eligible offers himself for re-appointment. *(Ordinary Resolution)*

Special Business:

3. To re-appoint Mr. Samu Devarajan (DIN: 00878956) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 *(Special Resolution)*



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Some of the members attending the meeting through video conferencing means, commented/enquired on various matters, which were duly replied to by the CFO of the Company.

The Company Secretary, thereafter, thanked all the members and Directors of the Company for their participation at the AGM.

Further, she informed the members that a consolidated report on total votes cast in “favour” or “against” shall be submitted by the scrutinizer within stipulated time of the conclusion of the AGM as specified under the applicable laws and the same shall be forthwith declared by the Company by publishing on its website, and on the website of CDSL and by notifying to the Stock Exchanges where the shares of the Company are listed.

The Company Secretary informed the Members that e-voting facility would be open till 15 minutes after the closure of this meeting for the Members who attended the Meeting but had not voted earlier and then declared the meeting closed.

For Prime Focus Limited

Parina Shah



Parina Shah
Company Secretary & Compliance Officer



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

**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 24 th AGM	Thursday, September 30, 2021
B.	Total No. of shareholders on cut-off Date i.e. September 23, 2021	10,469
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	3 80



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

AGENDA WISE DETAILS:

Resolution Required : (Ordinary)			Resolution No: 1 – To receive, consider and adopt:					
			<p>a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Board of Directors and Auditors thereon</p> <p>b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of Auditors thereon</p>					
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	104939887	50.0793	104939887	0	100.0000	0.0000
			0	0	0	0	0	0
	Total		104939887	50.0793	104939887	0	100.0000	0.0000
Public Institutions	E-Voting*	33496656	33421778	99.7765	33421778	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.7765	33421778	0	100.0000	0.0000
Public Non Institutions	E-Voting*	56204794	33215928	59.098	33214606	1322	99.9960	0.0040
			0	0.0000	0	0	0.0000	0.0000
	Total		33215928	59.098	33214606	1322	99.9960	0.0040
Total		299248978	171577593	57.3361	171576271	1322	99.9992	0.0008

*This includes e-voting at the AGM



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Ordinary)			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					
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	104939887	50.0793	104939887	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Total		104939887	50.0793	104939887	0	100.0000	0.0000
Public Institutions	E-Voting*	33496656	33421778	99.7765	33421778	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.7765	33421778	0	100.0000	0.0000
Public Non Institutions	E-Voting*	56204794	33215928	59.0980	33214447	1481	99.9955	0.0045
			0	0.0000	0	0	0.0000	0.0000
	Total		33215928	59.0980	33214447	1481	99.9955	0.0045
Total		299248978	171577593	57.3361	171576112	1481	99.9991	0.0009

*This includes e-voting at the AGM



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Special Resolution)			Resolution No. 3 - To re-appoint Mr. Samu Devarajan (DIN: 00878956) 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
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting*	209547528	104939887	50.0793	104939887	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Total		104939887	50.0793	104939887	0	100.0000	0.0000
Public Institutions	E-Voting*	33496656	33421778	99.7765	33421778	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.7765	33421778	0	100.0000	0.0000
Public Non Institutions	E-Voting*	56204794	33215878	59.0979	33214447	1431	99.9957	0.0043
			0	0.0000	0	0	0.0000	0.0000
	Total		33215878	59.0979	33214447	1431	99.9957	0.0043
Total		299248978	171577543	57.3360	171576112	1431	99.9992	0.0008

*This includes e-voting at the AGM

For Prime Focus Limited

Parina Shah



Parina Shah

Company Secretary & Compliance Officer

MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2nd 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. CitiBank,
Linking Road, Khar – (West),
Mumbai - 400052.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on passing of resolution(s) through electronic voting 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 24th Annual General Meeting ("AGM") of the equity shareholders of Prime Focus Limited held on Thursday, September 30, 2021, at 03:00 P.M. Indian Standard Time ("IST") through video conferencing ('VC')/other audio visual means ('OAVM').

I, **Mehul Raval**, Practicing Company Secretary, (Membership No.: ACS- 18300 and Certificate of Practice No.:24170) having office at Office No. 161, 2nd 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 in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the below mentioned Resolutions proposed at the 24th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, September 30, 2021 at 03:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The AGM of the Company was held through VC / OAVM" and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and electronic voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof), and the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/P/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India ("SEBI") commonly referred to as 'SEBI Circulars'. I am familiar



MEHUL RAVAL

Practicing Company Secretary

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

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

and well versed with the concept of electronic voting system as prescribed under the said rules, MCA Circulars and SEBI Circulars.

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

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 2020-21 was sent on September 7, 2021 by e-mail to the 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.

2. Cut-off Date

The Voting rights were reckoned as on **September 23, 2021** 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 service provider for the purpose of extending the facility of Remote E-voting to the Shareholders of the Company and for voting electronically at the AGM.

ii. Remote-Voting:

The remote e-Voting platform was open from 09:00 A.M. (IST) on Sunday, September 26, 2021 upto 5:00 p.m. (IST) on Wednesday, September 29, 2021 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and 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 voting summary statement downloaded from the CDSL e-Voting system.



MEHUL RAVAL

Practicing Company Secretary

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

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

H.R. Tarkas

Name: Mr. Harshvardhan Tarkas

Chinmay

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 (<https://www.evotingindia.com>).
- iii. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules thereunder and SEBI Listing Regulations relating to remote e-Voting and electronic voting 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 a fair and transparent manner and to prepare combined 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 service provider.
- 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 combined result of remote E-voting and voting through electronic means are as under:

Resolution No. 1 - Ordinary Resolution

Adoption of Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the 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
77	171576271	99.9992



MEHUL RAVAL

Practicing Company Secretary

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

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

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
2	1322	0.0008

(iii) Invalid votes

Number of members voted	Total number of members	Total number of votes cast by them
Nil	Nil	Nil

Resolution No. 2 - Ordinary Resolution

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

(i) Voted in favour of the Resolution:

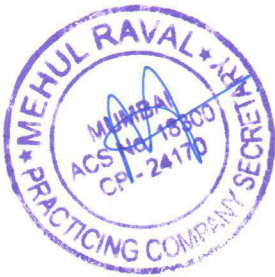
Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
76	171576112	99.9991

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
3	1481	0.0009

(iii) Invalid votes

Number of members voted	Total number of members	Total number of votes cast by them
Nil	Nil	Nil



MEHUL RAVAL

Practicing Company Secretary

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

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

Resolution No. 3 - Special Resolution

To re-appoint Mr. Samu Devarajan (DIN: 00878956) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
76	171576112	99.9992

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
2	1431	0.0008

(iii) Invalid votes

Number of members voted	Total number of members	Total number of votes cast by them
Nil	Nil	Nil

The final analysis of the remote e-voting and electronic voting conducted at the AGM is annexed herewith as *Annexure 'A'*.



MEHUL RAVAL

Practicing Company Secretary

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

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

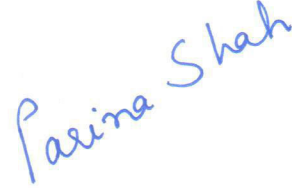
I hereby confirm that I am maintaining the registers from the service provider in respect of the votes cast through remote e-voting and voting conducted at the AGM by the shareholders of the Company. The other relevant records relating to remote e-voting and voting conducted at the AGM were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



CS Mehul Raval
Practicing Company Secretary
ACS: 18300
COP: 24170
UDIN: A018300C001046668



Parina Shah
Company Secretary

Place: Mumbai

Date: September 30, 2021

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.	To receive, consider, approve and adopt the Audited (Standalone & Consolidated) Financial Statements of the company for the Financial Year ended March 31, 2021, together with the Report of Board of Directors and Auditors thereon.	Ordinary Resolution	99.9992	0.0008
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.	Ordinary Resolution	99.9991	0.0009
3.	To re-appoint Mr. Samu Devarajan (DIN: 00878956) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.	Special Resolution	99.9992	0.0008

