



PRIME FOCUS
L I M I T E D

June 07, 2024

To,
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 Jeejebhoy 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 May 07, 2024, submitting the Notice of Postal Ballot dated April 29, 2024, we wish to inform you that Members of the Company on June 06, 2024, have passed the below Special Resolution through requisite majority by way of Postal Ballot through e-voting only (“**remote e-voting**”).

Sr. No	Special Business	Type of Resolution
1.	Approval under Section 188 of the Companies Act, 2013, Regulation 23(4) and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a ‘material related party transaction’ for divestment of the entire equity shareholding of the Company in Prime Focus Technologies Limited, an unlisted material subsidiary of the Company.	Special Resolution

Please find enclosed herewith the following:



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1. Voting Results as required under Regulation 44 of SEBI Listing Regulations;
2. Report of the Scrutinizer dated June 06, 2024 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
Company Secretary & Compliance Officer
Encl.: a/a



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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 Resolution)	June 06, 2024 (<i>Being the last date of e-voting</i>)
2	Voting Start Date	May 08, 2024
3	Voting End Date	June 06, 2024
4	Total number of shareholders on record date (<i>i.e April 30, 2024</i>)	14,547
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



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Agenda wise disclosures:

Prime Focus Limited								
Resolution Required : (Special)			1: Approval under Section 188 of the Companies Act, 2013, Regulation 23(4) and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a 'material related party transaction' for divestment of the entire equity shareholding of the Company in Prime Focus Technologies Limited, an unlisted material 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	0.0000	0	0.0000	0.0000
Public Institutions	E-Voting	33625190	136068	0.4047	0	136068	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		136068	0.4047	0	136068	0.0000	100.0000
Public Non Institutions	E-Voting	56675926	879229	1.5513	876455	2774	99.6845	0.3155
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		879229	1.5513	876455	2774	99.6845	0.3155
Total		299848644	1015297	0.3386	876455	138842	86.3250	13.6750

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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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**") on April 29, 2024, has appointed me as the Scrutinizer for scrutinizing the Postal Ballot e-voting process in a fair and transparent manner in the matter of Special Resolution proposed in the Notice of the Postal Ballot dated April 29, 2024.

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 General Circulars issued by Ministry of Corporate Affairs ('MCA') specifically, 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, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (**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 Resolution 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. April 30, 2024. 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.

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MEHUL RAVAL

Practicing Company Secretary

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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 resolution 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 Resolution	Type of Resolution
1	Approval under Section 188 of the Companies Act, 2013, Regulation 23(4) and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a 'material related party transaction' for divestment of the entire equity shareholding of the Company in Prime Focus Technologies Limited, an unlisted material subsidiary of the Company.	Special Resolution

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

- 1) In terms of aforesaid MCA Circulars, the Members of the Company holding shares as on April 30, 2024 ("**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 May 7, 2024, 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 May 8, 2024, regarding completion of dispatch of Postal Ballot Notice to eligible members in "Pudhari", Marathi Newspaper (Regional Language) and "Business Standard", English Newspaper.

MEHUL RAVAL

Practicing Company Secretary

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- 4) The voting period for remote e-voting on Postal Ballot commenced on **Wednesday, May 8, 2024, at 09:00 a.m. (IST) and ended on Thursday, June 6, 2024, 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 Thursday, June 6, 2024, 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. 29,98,48,644/- (Rupees Twenty Nine Crores Ninety Eight Lacs Forty Eight Thousand Six Hundred Forty Four Only) divided into 29,98,48,644 equity shares of Re.1/- each.
 - 8) The result of the remote e-voting is as under:

ITEM NO. 1- SPECIAL RESOLUTION:

Approval under Section 188 of the Companies Act, 2013, Regulation 23(4) and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a 'material related party transaction' for divestment of the entire equity shareholding of the Company in Prime Focus Technologies Limited, an unlisted material 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
58	876455	86.32

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
20	138842	13.68

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MEHUL RAVAL

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(iii) Invalid votes

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

- 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 Thursday, June 6, 2024. I request the Company, to announce the voting result of Postal Ballot.

Thanking You,

Yours Faithfully,

MEHUL
JAYANT RAVAL

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CS Mehul Raval
Practicing Company Secretary
ACS: 18300
COP: 24170
UDIN: A018300F000542307
Place: Mumbai
Date: June 6, 2024

PARINA
NIRAV SHAH

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Date: 2024.06.06
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Parina Shah
Company Secretary
ACS: 18061

MEHUL RAVAL

Practicing Company Secretary

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Annexure A

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	Approval under Section 188 of the Companies Act, 2013, Regulation 23(4) and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a 'material related party transaction' for divestment of the entire equity shareholding of the Company in Prime Focus Technologies Limited, an unlisted material subsidiary of the Company.	Special Resolution	86.32	13.68

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