



PRIME FOCUS

L I M I T E D

September 30, 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 Jeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.:22723121/2037/2039

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

Dear Sir/Madam,

Sub: Voting Results along with Scrutinizer's Report of the 27th 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 Consolidated Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting), in respect of the 27th AGM of the members of the Company duly convened on **Monday, September 30, 2024 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, 2024 are also made available on the Company's website at www.primefocus.com and CDSL's website at <https://www.evotingindia.com>.

Request you to take the above on your record.

Thanking you,

**Yours faithfully,
For Prime Focus Limited**

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



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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**

Sr. No.	Description	Particulars
A.	Day & Date of the 27 th AGM	Monday, September 30, 2024
B.	Total No. of shareholders on cut-off Date i.e. September 23, 2024	13,037
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 77



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AGENDA WISE DETAILS:

Resolution Required : (Ordinary)		<p>1 - To receive, consider and adopt:</p> <p>(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports 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, 2024 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	194647528	92.8894	194647528	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		194647528	92.8894	194647528	0	100.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33592321	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		33592321	99.2249	33592321	0	100.0000	0.0000
Public Non Institutions	E-Voting	56504705	34203320	60.5318	34201878	1442	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
	Total		34203320	60.5318	34201878	1442	99.9958	0.0042
Total		299906976	262443169	87.5082	262441727	1442	99.9995	0.0005



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Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. Naresh Mahendranath Malhotra (DIN: 00004597), Director 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	194647528	92.8894	194647528	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		194647528	92.8894	194647528	0	100.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33580377	11944	99.9644	0.0356
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33592321	99.2249	33580377	11944	99.9644	0.0356
Public Non Institutions	E-Voting	56504705	34203320	60.5318	34201682	1638	99.9952	0.0048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34203320	60.5318	34201682	1638	99.9952	0.0048
Total		299906976	262443169	87.5082	262429587	13582	99.9948	0.0052



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Resolution Required : (Special)		3 - To appoint Ms. Pooja Sood (DIN: 10590404) as an Independent Woman 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	194647528	92.8894	194647528	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		194647528	92.8894	194647528	0	100.0000	0.0000
Public Institutions	E- Voting	33854743	33592321	99.2249	33592321	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		33592321	99.2249	33592321	0	100.0000	0.0000
Public Non Institutions	E- Voting	56504705	34203320	60.5318	34201743	1577	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
	Total		34203320	60.5318	34201743	1577	99.9954	0.0046
Total		299906976	262443169	87.5082	262441592	1577	99.9994	0.0006



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Resolution Required : (Special)			4 - To appoint Mr. Bharat Dighe (DIN: 00203056) as an Independent 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	209547528	194647528	92.8894	194647528	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		194647528	92.8894	194647528	0	100.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33592321	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		33592321	99.2249	33592321	0	100.0000	0.0000
Public Non Institutions	E-Voting	56504705	34203320	60.5318	34201747	1573	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
	Total		34203320	60.5318	34201747	1573	99.9954	0.0046
Total		299906976	262443169	87.5082	262441596	1573	99.9994	0.0006



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Resolution Required : (Ordinary)			5 - To approve material related party transaction(s) between 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33421778	170543	99.4923	0.5077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33592321	99.2249	33421778	170543	99.4923	0.5077
Public Non Institutions	E-Voting	56504705	34103320	60.3548	34101743	1577	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
	Total		34103320	60.3548	34101743	1577	99.9954	0.0046
Total		299906976	67695641	22.5722	67523521	172120	99.7457	0.2543



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Resolution Required : (Ordinary)		6 - 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]	$[3]=\{[2]/[1]\}*100$	[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	33854743	33592321	99.2249	33421778	170543	99.4923	0.5077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33592321	99.2249	33421778	170543	99.4923	0.5077
Public Non Institutions	E-Voting	56504705	34103320	60.3548	34101743	1577	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
	Total		34103320	60.3548	34101743	1577	99.9954	0.0046
Total		299906976	67695641	22.5722	67523521	172120	99.7457	0.2543



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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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33421778	170543	99.4923	0.5077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33592321	99.2249	33421778	170543	99.4923	0.5077
Public Non Institutions	E-Voting	56504705	34103320	60.3548	34101743	1577	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
	Total		34103320	60.3548	34101743	1577	99.9954	0.0046
Total		299906976	67695641	22.5722	67523521	172120	99.7457	0.2543



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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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33421778	170543	99.4923	0.5077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33592321	99.2249	33421778	170543	99.4923	0.5077
Public Non Institutions	E-Voting	56504705	34103320	60.3548	34101743	1577	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
	Total		34103320	60.3548	34101743	1577	99.9954	0.0046
Total		299906976	67695641	22.5722	67523521	172120	99.7457	0.2543



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Resolution Required : (Ordinary)			9 - To approve material related party transaction(s) between Double Negative Canada 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33421778	170543	99.4923	0.5077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33592321	99.2249	33421778	170543	99.4923	0.5077
Public Non Institutions	E-Voting	56504705	34103320	60.3548	34101743	1577	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
	Total		34103320	60.3548	34101743	1577	99.9954	0.0046
Total		299906976	67695641	22.5722	67523521	172120	99.7457	0.2543



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Resolution Required : (Ordinary)			10 - To approve material related party transaction(s) between DNEG S.A R.L., 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33421778	170543	99.4923	0.5077
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33592321	99.2249	33421778	170543	99.4923	0.5077
Public Non Institutions	E-Voting	56504705	34103320	60.3548	34101732	1588	99.9953	0.0047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34103320	60.3548	34101732	1588	99.9953	0.0047
Total		299906976	67695641	22.5722	67523510	172131	99.7457	0.2543



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Resolution Required : (Ordinary)		11 - To approve material related party transaction(s) between DNEG North America, Inc., 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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33854743	33592321	99.2249	33421778	170543	99.4923	0.5077
	Poll		0	0.0000	0	0	0.00	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33592321	99.2249	33421778	170543	99.4923	0.5077
Public Non Institutions	E-Voting	56504705	34103320	60.3548	34101732	1588	99.9953	0.0047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34103320	60.3548	34101732	1588	99.9953	0.0047
Total		299906976	67695641	22.5722	67523510	172131	99.7457	0.2543

For Prime Focus Limited

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. 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 27th Annual General Meeting of Prime Focus Limited held on Monday, September 30, 2024, 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, 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 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 27th Annual General Meeting of the Equity Shareholders of the Company held on Monday, September 30, 2024 at 12:30 p.m. IST through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), submit my report as under:

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 September 30, 2024. 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:

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MEHUL JAYANT RAVAL
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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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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 2023-24 was sent on 06th September, 2024 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.

2. Cut-off Date

The Voting rights were reckoned as on **September 23, 2024** 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 Thursday, September 26, 2024 upto 5:00 P.M. (IST) on Sunday, September 29, 2024 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. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the CDSL e-Voting system.
- 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>).
- 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.

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- 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 combined 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, 2024 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, 2024 and the Report 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
108	262441727	99.9995

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
8	1442	0.0005

- (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. 2 - Ordinary Resolution

To appoint a Director in place of Mr. Naresh Mahendranath Malhotra (DIN: 00004597), Director 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
103	262429587	99.9948

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
13	13582	0.0052

(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 appoint Ms. Pooja Sood (DIN: 10590404) as an Independent Woman 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
106	262441592	99.9994

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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	1577	0.0006

(iii) Invalid votes

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

Resolution No. 4 – Special Resolution

To appoint Mr. Bharat Dighe (DIN: 00203056) as an Independent 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
106	262441596	99.9994

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
10	1573	0.0006

(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 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
96	67523521	99.7457

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16	172120	0.2543

(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 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
96	67523521	99.7457

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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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(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16	172120	0.2543

(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
96	67523521	99.7457

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16	172120	0.2543

(iii) Invalid votes

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

MEHUL RAVAL

Practicing Company Secretary

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

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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
96	67523521	99.7457

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16	172120	0.2543

(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 Canada 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
96	67523521	99.7457

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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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(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16	172120	0.2543

(iii) Invalid votes

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

Resolution No. 10 - Ordinary Resolution

To approve material related party transaction(s) between DNEG S.A R.L., 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
95	67523510	99.7457

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
17	172131	0.2543

(iii) Invalid votes

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

MEHUL RAVAL

Practicing Company Secretary

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

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Resolution No. 11 - Ordinary Resolution

To approve material related party transaction(s) between DNEG North America, Inc., 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
95	67523510	99.7457

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
17	172131	0.2543

(iii) Invalid votes

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

The final analysis of the 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
JAYANT RAVAL

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CS Mehul Raval
Practicing Company Secretary
ACS: 18300
COP: 24170
UDIN: A018300F001388262
Place: Mumbai
Date: September 30, 2024

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

Annexure A

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon. (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of Auditors thereon.	Ordinary Resolution	99.9995	0.0005
2.	To appoint a Director in place of Mr. Naresh Mahendranath Malhotra (DIN: 00004597), Director who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	99.9948	0.0052
3.	To appoint Ms. Pooja Sood (DIN: 10590404) as an Independent Woman Director of the Company.	Special Resolution	99.9994	0.0006
4.	To appoint Mr. Bharat Dighe (DIN: 00203056) as an Independent Director of the Company.	Special Resolution	99.9994	0.0006
5.	To approve material related party transaction(s) between the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.7457	0.2543
6.	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	99.7457	0.2543
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	99.7457	0.2543
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	99.7457	0.2543

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9.	To approve material related party transaction(s) between Double Negative Canada Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.7457	0.2543
10.	To approve material related party transaction(s) between DNEG S.A R.L., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.7457	0.2543
11.	To approve material related party transaction(s) between DNEG North America, Inc., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.7457	0.2543

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