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SUMMARY PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING (‘AGM’) OF PRIME FOCUS LIMITED (‘THE COMPANY’) HELD ON SEPTEMBER 30, 2020

The 23rd Annual General Meeting (“AGM”) of the Company was duly held on Wednesday, September 30, 2020 at 03:00 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India which exempt physical attendance of the members to the AGM venue, to transact the business as stated in the Notice dated July 31, 2020 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 23rd AGM of the Company and the remote e-voting period commenced on Saturday, September 26, 2020 at 9.00 a.m. (IST) and ended on Tuesday, September 29, 2020 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 Ms. Shilpa Ray, Company Secretary in Practice, (Membership No- FCS-5936, CP No. 5311) as 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.
- The Directors and Key Managerial Personnel(s) introduced themselves who joined the meeting from their respective locations.
- 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 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 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 were not required to be read out.

The CFO responded to the queries raised by the members.

Thereafter, the Company Secretary requested the members to cast their votes (who have not voted so far by e-voting) through the e-voting platform provided by the CDSL. The members were informed that the facility for e-voting would remain open for 15 minutes post conclusion of 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 48 hours of the conclusion of the AGM 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 Exchange where the shares of the Company are listed.

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

The following resolutions set out in the Notice convening the AGM were transacted at the meeting:

Ordinary Business:

1. (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, 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, 2020 and the Report of Auditors thereon.
(*Ordinary Resolution*)
2. To appoint Director in place of Mr. Ramakrishnan Sankarnarayanan (DIN: 02696897), who retires by rotation and being eligible offers himself for re-appointment. (*Ordinary Resolution*)



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Special Business:

3. To appoint Mr. Jai Anshul Ambani (DIN: 08054558) as a Non-Executive Director of the Company (Ordinary Resolution)

For Prime Focus Limited

PARINA
NIRAV SHAH

Digitally signed by PARINA NIRAV SHAH
DN: c=IN, o=Personal,
postalCode=400064, st=MAHARASHTRA,
serialNumber=4225aa42ba0603e050ca1
267e7b132e99fe492213f096028332423
35cab5b, cm=PARINA NIRAV SHAH
Date: 2020.09.30 20:25:01 +05'30'

Parina Shah
Company Secretary & Compliance Officer



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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 23 rd AGM	Wednesday, September 30, 2020
B.	Total No. of shareholders on cut-off Date i.e. September 23, 2020	11,216
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 59



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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, 2020, 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, 2020 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*	104607641	104607641	100.0000	104607641	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting*	33472778	33421778	99.8476	33421778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.8476	33421778	0	100.0000	0.0000
Public Non Institutions	E-Voting*	161168559	32601328	20.2281	32599768	1560	99.9952	0.0048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		32601328	20.2281	32599768	1560	99.9952	0.0048
Total		299248978	170630747	57.0197	170629187	1560	99.9991	0.0009

*This includes e-voting at the AGM



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Resolution Required : (Ordinary)			Resolution No. 2 – To appoint a Director in place of Mr. Ramakrishnan Sankarnarayanan (DIN: -02696897), 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*	104607641	104607641	100.0000	104607641	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting*	33472778	33421778	99.8476	33421778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.8476	33421778	0	100.0000	0.0000
Public Non Institutions	E-Voting*	161168559	32601328	20.2281	32596667	4661	99.9857	0.0143
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		32601328	20.2281	32596667	4661	99.9857	0.0143
Total		299248978	170630747	57.0197	170626086	4661	99.9973	0.0027

*This includes e-voting at the AGM



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Resolution Required : (Ordinary)			Resolution No. 3 - To appoint Mr. Jai Anshul Ambani (DIN: 08054558) 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*	104607641	104607641	100.0000	104607641	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting*	33472778	33421778	99.8476	33421778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.8476	33421778	0	100.0000	0.0000
Public Non Institutions	E-Voting*	161168559	32601328	20.2281	32599168	2160	99.9934	0.0066
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		32601328	20.2281	32599168	2160	99.9934	0.0066
Total		299248978	170630747	57.0197	170628587	2160	99.9987	0.0013

*This includes e-voting at the AGM

For Prime Focus Limited

PARINA
NIRAV
SHAH

Digitally signed by PARINA
NIRAV SHAH
DN: c=IN, o=Personal,
postalCode=400054,
st=MAHARASHTRA,
serialNumber=423baa420a066
3e655fca1267e9b32e99f4ea89
231396962832462335ca48b,
cn=PARINA NIRAV SHAH
Date: 2020.09.30 20:25:27
+05'30'

Parina Shah

Company Secretary & Compliance Officer

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Prime Focus Limited

Prime Focus House, Linking Road,

Khar West, Mumbai -400052

23rd Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on 30th day of September, 2020 at 3.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

I Shilpa Ray, Practising Company Secretary, Proprietor of Shilpa Ray & Associates having office at 3B-10, Phoenix Paragon Plaza, LBS Marg, Kurla (West), Mumbai -400070 was appointed as Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and e-voting at the Annual General Meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Amendment Rules, 2015 in respect of the below mentioned resolutions proposed at the 23rd Annual General Meeting of the Equity Shareholders of Prime Focus Limited (hereinafter referred as 'AGM') held on 30th September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit our report as under:

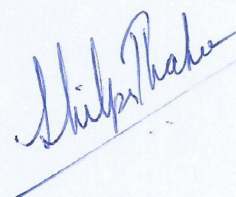
The AGM had been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members was not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM had been uploaded on the website of the Company at www.primefocus.com. The Notice could also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice was also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

In view of the situation arising due to COVID-19 global pandemic the Company had provided the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM as prescribed under the provisions of Section 108 of the Act read with Rule 20 of the Companies

Shilpa Ray Associates / Scrutinizer's Report/PFL/2020/Page 1 of 3



(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020.

For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM was provided by CDSL.

The remote e-voting system was provided by Central Depository Services Limited (CDSL) which started on Saturday, September 26, 2020 at 09.00 a.m. (IST) and ended on Tuesday, September 29, 2020 at 5:00 p.m. (IST). During this period, Members holding shares either in physical form or in dematerialized form as on Wednesday, September 23, 2020 (end of day) i.e. cut-off date, may cast their vote electronically. The remote E-voting was concluded by CDSL at 5.00 pm on 29th September, 2020. The Company had also provided remote e-voting facility to the shareholders present at the Annual General Meeting through VC/OAVM and who had not casted their vote earlier and the Members were requested to cast their vote electronically conveying their consent or dissent in respect of the resolution on the e-voting platform provided by CDSL.

In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who had cast their votes through remote e-voting did not vote again during the general meeting. To ensure this I, the Scrutinizer had access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted. Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

The attendance of the Members attending the AGM through VC/OAVM was counted for the purpose of ascertaining the quorum under Section 103 of the Act.

Immediately after the conclusion of the AGM I first counted the votes cast during the AGM and thereafter unblocked the votes cast through remote e-voting.

Details of the remote e-voting:

Number of members participated in remote e-voting were 62 and voted for 03 resolutions in the manner mentioned below:

Res. No.	Voted in favour of	Voted against
1	58	4
2	56	6
3	56	6

Details of e-voting at the AGM:

61 (Sixty One) Persons were present for the meeting through Audio Visual Means ("OAVM") out of which 7 (Seven) were authorised representative. 4 (Four) present participated in e-voting at the AGM.



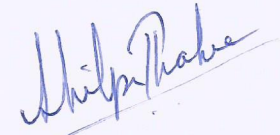
The combined results of remote E-voting and e-voting at the AGM are summarised in Annexure –I of this report.

The compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

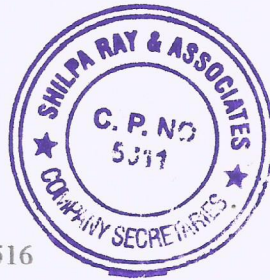
Based on the aforesaid results, I report that 03 Ordinary Resolutions as set out in Item Nos. 1 to 3 of the Notice of the AGM dated 31st July, 2020 have been passed with the requisite majority.

Thanking you,

Yours faithfully,
For Shilpa Ray & Associates



Shilpa Ray
FCS-5936
CP: 5311
UDIN : F005936B000828516
Place: Mumbai
Dated:30/09/2020



Countersigned by
For Prime Focus Limited

PARINA
NIRAV
SHAH

Digitally signed by PARINA NIRAV
SHAH
DN: c=IN, o=Personal,
postalCode=400064,
st=MAHARASHTRA,
serialNumber=425baa420a0643e65b4
ca107c2e9b3229f6a492213f09f0283
324d2335cab8b, cn=PARINA NIRAV
SHAH
Date: 2020.09.30 21:10:49 +05'30'

Parina Shah
Company Secretary & Compliance Officer

The results of the E-voting are as under:

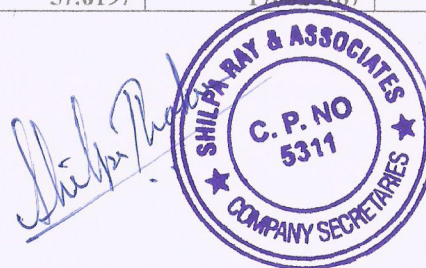
Resolution No. 1: To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of the Board of Directors and Auditors thereon.

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of Auditors thereon

Resolution Type		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting*	104607641	104607641	100.0000	104607641	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting*	33472778	33421778	99.8476	33421778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.8476	33421778	0	100.0000	0.0000
Public Non Institutions	E-voting*	161168559	32601328	20.2281	32599768	1560	99.9952	0.0048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		32601328	20.2281	32599768	1560	99.9952	0.0048
Total		299248978	170630747	57.0197	170629187	1560	99.9991	0.0009

*This includes e-voting at the AGM



Resolution No. 2:

To appoint a Director in place of Mr. Ramakrishnan Sankarnarayanan (DIN-02696897) who retires by rotation and being eligible offers himself for re-appointment

Resolution Type		Ordinary						
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*	104607641	104607641	100.0000	104607641	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-voting*	33472778	33421778	99.8476	33421778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.8476	33421778	0	100.0000	0.0000
Public Non Institutions	E-voting*	161168559	32601328	20.2281	32596667	4661	99.9857	0.0143
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		32601328	20.2281	32596667	4661	99.9857	0.0143
Total		299248978	170630747	57.0197	170626086	4661	99.9973	0.0027

*This includes e-voting at the AGM



Resolution No. 3:

To appoint Mr. Jai Anshul Ambani (DIN: 08054558) as a Non-Executive Director of the Company

Resolution Type		Ordinary						
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 [3]={[2]/[1]} *100	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled [6]={[4]/[2]} *100	% of Votes against on votes polled [7]={[5]/[2]} *100
Promoter and Promoter Group	E-voting*	104607641	104607641	100.0000	104607641	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-voting*	33472778	33421778	99.8476	33421778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		33421778	99.8476	33421778	0	100.0000	0.0000
Public Non Institutions	E-voting*	161168559	32601328	20.2281	32599168	2160	99.9934	0.0066
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		32601328	20.2281	32599168	2160	99.9934	0.0066
Total		299248978	170630747	57.0197	170628587	2160	99.9987	0.0013

*This includes e-voting at the AGM

Shilpa Ray

SHILPA RAY & ASSOCIATES
C. P. NO
5311
COMPANY SECRETARIES