

March 28, 2022

To,
The National Stock Exchange of India Limited
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.:22723121/2037/2039

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

Sub: Voting results of the postal ballot of Prime Focus Limited (the “Company”), in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) along with the Scrutinizers Report.

Dear Sir(s),

Pursuant to Regulation 30 and 44(3) of the LODR Regulations, and in furtherance to our letter dated February 25, 2022, submitting Postal Ballot Notice dated February 14, 2022, we wish to inform you that Members of the Company on March 27, 2022, have passed the below special resolutions through requisite majority by way of Postal Ballot through e-voting only (“remote e-voting”).

Sr. No	Special Business
1.	To consider and approve the Sale of Company's business relating to Post-Production through Slump Sale
2.	To approve sale / disposal of investment held by the Company in De-Fi Media Limited, a wholly owned subsidiary of the Company

Please find enclosed herewith the following:

- 1., Voting results as required under Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;
2. Report of Scrutinizer dated March 28, 2022 pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for your reference.





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

Thanking you.

Yours Faithfully,
For Prime Focus Limited

Parina Shah




Parina Shah
Company Secretary & Compliance Officer
Encl.: a/a

In accordance with Regulation 44(3) of the LODR 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 Special Resolution)	March 27, 2022 <i>(Being the last date of e-voting)</i>
2	Voting Start Date	February 26, 2022
3	Voting End Date	March 27, 2022
4	Total number of shareholders on record date <i>(i.e February 17, 2022 – record date)</i>	10,530
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 disclosure

Prime Focus Limited								
Resolution Required : (Special)			1 - To consider and approve the Sale of Company's business relating to Post Production through Slump Sale.					
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	33569265	33449362	99.6428	33449362	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		33449362	99.6428	33449362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56419851	34068755	60.3843	34068585	170	99.9995	0.0005
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34068755	60.3843	34068585	170	99.9995	0.0005
Total		299536644	67518117	22.5409	67517947	170	99.9997	0.0003

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PRIME FOCUS
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Prime Focus Limited								
Resolution Required : (Special)			2 - To approve sale/disposal of investment held by the Company in De-Fi Media Limited, a wholly owned 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	209547528	167141533	79.7631	167141533	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		167141533	79.7631	167141533	0	100.0000	0.0000
Public Institutions	E-Voting	33569265	33449362	99.6428	33421778	27584	99.9175	0.0825
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33449362	99.6428	33421778	27584	99.9175	0.0825
Public Non Institutions	E-Voting	56419851	34068755	60.3843	34067489	1266	99.9963	0.0037
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34068755	60.3843	34067489	1266	99.9963	0.0037
Total		299536644	234659650	78.3409	234630800	28850	99.9877	0.0123

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

Dear Sir,

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

The Board of Directors of Prime Focus Limited (hereinafter referred to as "the Company") at their meeting held on February 14, 2022, has appointed me as the Scrutinizer for scrutinizing the postal ballot voting process in a fair and transparent manner in the matter of the Special Resolutions proposed in the postal ballot notice dated February 14, 2022.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 (the "Act") read with the 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 Postal Ballot Notice.

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

Considering the current threat posed by COVID-19 pandemic situation, and as per Ministry of Corporate affairs ('MCA') General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 (collectively referred to as 'MCA Circulars'), the Company has sent the Postal Ballot Notice pursuant to Section 110 of the Act along with draft of the Resolutions and Explanatory Statement as required under section 102 of the Act only in electronic form to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants and whose names appeared in the Register of Members and as beneficial owners in the records of Depositories as on the cut-off date i.e. February 17, 2022. Hard copy of the Postal Ballot Notice 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.

The Notice of the Postal Ballot was uploaded on the Company's website http://www.primefocus.com/sites/default/files/pdf/2021_22/Prime_Focus_Postal_Ballot_Notice.pdf 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 SEBI Listing Regulations relating to the items being placed for approval of the Members through postal ballot by e-voting.



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My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Postal Ballot Notice, 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 Postal Ballot Notice is mentioned hereunder: -

Sr. No	Type of Resolution	Description of the Resolution
1	To consider and approve the Sale of Company's business relating to Post Production through Slump Sale.	Special Resolution
2	To approve sale / disposal of investment held by the Company in De-Fi Media Limited, a wholly owned subsidiary of the Company.	Special Resolution

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

- 1) Due to current pandemic of COVID-19 and relaxations provided by MCA in terms of aforesaid MCA Circulars, the Members of the Company holding shares as on February 17, 2022 ("cut-off date") had an option to vote through the e-voting facility only as per MCA Circulars. The Company has also provided option for e-voting to those shareholders, who held shares in Physical form.
- 2) The Company has completed the dispatch of Postal Ballot Notice by email on February 25, 2022, to all the members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on February 17, 2022 ("cut-off date").
- 3) The Company has published an advertisement on February 26, 2022, regarding completion of dispatch of Postal Ballot Notice to eligible members in "Pudhari", Marathi News Paper (Regional Language) and "Business Standard", English newspaper.
- 4) The voting period for remote e-voting on Postal Ballot commenced on Saturday, February 26, 2022 at 09:00 a.m. (IST) and ended on Sunday, March 27, 2022 at 05:00 p.m. (IST) and the CDSL e-voting module was disabled thereafter.
- 5) The particulars of remote e-voting report generated from electronic registry of CDSL e-voting system have been entered in a separate Register maintained for this purpose.
- 6) E-votes cast up to the close of working hour i.e. 05:00 P.M. on Sunday, March 27, 2022 i.e. the last date and time fixed by the Company for postal ballot process, has been considered for the purpose of this report.
- 7) As on February 17, 2022 ("cut-off date") the paid-up capital of the Company was Rs. 29,95,36,644/- (Rupees Twenty Nine Crores Ninety Five Laes Thirty Six Thousand Six Hundred Forty Four Only) divided in to 29,95,36,644 equity shares of Rs.1/- each.



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8) The result of the remote e-voting is as under:

ITEM NO. 1- SPECIAL RESOLUTION:

To consider and approve the Sale of Company's business relating to Post Production through Slump Sale.

(i) Voted in favour of the Resolution:

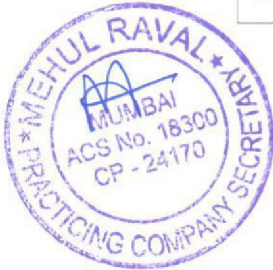
Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
75	67517947	99.9997

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
3	170	0.0003

(iii) Invalid votes

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



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ITEM NO. 2- SPECIAL RESOLUTION:

To approve sale / disposal of investment held by the Company in De-Fi Media Limited, a wholly owned 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
77	234630800	99.9877

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
3	28850	0.0123

(iii) Invalid votes

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid 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 – 1.



MEHUL RAVAL

Practicing Company Secretary

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

- 12) Based on the aforesaid results, I report that the resolution mentioned in the Postal Ballot Notice stands passed with the requisite majority on Sunday, March 27, 2022. I request the Company, to announce the voting result of Postal Ballot.

Thanking You,

Yours Faithfully,



CS Mehul Raval
Practicing Company Secretary
ACS: 18300
COP: 24170
UDIN: A018300C003190469
Place: Mumbai
Date: March 28, 2022



Parina Shah
Company Secretary

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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Annexure A

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To consider and approve the Sale of Company's business relating to Post Production through Slump Sale.	Special Resolution	99.9997	0.0003
2.	To approve sale / disposal of investment held by the Company in De-Fi Media Limited, a wholly owned subsidiary of the Company.	Special Resolution	99.9877	0.0123

