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September 30, 2016

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

Dear Sir,

Sub.: Outcome and Proceedings of the 19th Annual General Meeting of the Company

Ref: Regulation 30 and 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we have enclosed a copy of the Proceedings of the 19th Annual General Meeting duly convened on Friday, September 30, 2016 at 10.00 a.m. at 9th Floor, 'True North', Plot No. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093.

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, also please find enclosed herewith the details regarding the voting results in the prescribed format alongwith the Scrutinizers report.

Request you to take the above on record and oblige.

Thanking you,

**Yours faithfully,
For Prime Focus Limited**

Shah
**Parina Shah
Company Secretary**



Encl.: As above



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PROCEEDINGS OF THE 19th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 30, 2016

The 19th Annual General Meeting ("AGM") of the Company was duly held on Friday, September 30, 2016 at 10.00 a.m. at 9th Floor, 'True North', Plot No. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093.

Mr. Naresh Malhotra chaired the Meeting. The Chairman extended a warm welcome to the Shareholders, Board Members, representatives of the Bodies Corporates and all others present at the Meeting. He also introduced the Directors and Key Managerial Personnel(s) present on the dais. He further announced that the quorum for the meeting was present and called the meeting to order. He informed that in aggregate 35 members were present in person at the AGM and 2 persons were present through proxies received by the Company. The Members were informed that the requisite registers and documents referred to in the Notice of the AGM were available for inspection during the meeting.

The Company in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company had provided remote e-voting facility through Central Depository Services Limited (CDSL) platform to all its members holding shares in dematerialized or physical form as on the cut-off date being Friday, September 23, 2016 to exercise their right to vote by electronic means on all the businesses specified in the Notice convening the Annual General Meeting. The remote e-voting period commenced on Monday, September 26, 2016 from 9.00 am and concluded on Thursday, September 29, 2016 at 5.00 pm.

As remote e-voting facility was provided to the Members, voting through Ballot paper was available at the meeting for Members as on September 23, 2016 who had not cast their vote by remote e-voting.

The Company had appointed, Ms. Shilpa Ray, Practising Company Secretary as Scrutinizer for independently conducting and overseeing the voting process in a fair and transparent manner.

With the permission of the Members, the Notice convening the meeting was taken as read.

The Company Secretary read out the qualification mentioned in the Statutory Auditor's Report and Secretarial Auditor Report and the related explanations thereof.

The Chairman then placed the following agenda matters as set out in the Notice of 19th Annual General Meeting before the Members briefly explaining the objective and implications, wherever necessary.

Ordinary Business

1. (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016, 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, 2016 and the Report of Auditors thereon.
(*Ordinary Resolution*)
2. Appointment of Mr. Namit Malhotra (DIN: 00004049), who retires by rotation and being eligible offers himself for re-appointment (*Ordinary Resolution*)





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3. Ratification of Statutory Auditors' Appointment (*Ordinary Resolution*)

Special Business

4. Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis (*Special Resolution*)
5. Issue of Securities to the Qualified Institutional Buyers (*Special Resolution*)

The Chairman then invited queries from the Members on the agenda matters. The queries were replied and the suggestions made by the Members were taken on record.

Thereafter, the Members were informed that a consolidated report on total votes cast in favour and against shall be submitted by the Scrutinizer within forty eight hours of the conclusion of the AGM and the same shall be forthwith declared by the Company by publishing on its website, the website of CDSL and by notifying to the Stock Exchange where the shares of the Company are listed and on the Notice Board of the Company.

The AGM concluded with a vote of thanks to those present.

Thanking you,

**Yours faithfully,
For Prime Focus Limited**


**Parina Shah
Company Secretary**





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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.	Date of the AGM	September 30, 2016
B.	Total No. of shareholders on Record Date i.e. September 23, 2016	9,679
C.	No. of Shareholders present either in person or through Proxy:	
	i) Promoters and promoter group	3
	ii) Public	34
D.	No. of shareholders who attended the meeting through Video Conferencing:	Nil
	i) Promoters and promoter group	
	ii) Public	

AGENDAWISE DETAILS:

Resolution Required : (Ordinary)	<p>1 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016, 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, 2016 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
Promoter and Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000





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Institutions	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2009	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	275814158	92.2829	275814158	0	100.0000	0.0000

Resolution Required : (Ordinary)	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?	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
Promoter and Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2010	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	171206517	57.2829	171206517	0	100.0000	0.0000

Resolution Required : (Ordinary)	3 - Ratification of Auditors' Appointment
Whether promoter/ promoter group are interested in the agenda/resolution?	No





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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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2010	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	275814158	92.2829	275814158	0	100.0000	0.0000

Resolution Required : (Special)	4 - Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis
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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000





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Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2010	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	275814158	92.2829	275814158	0	100.0000	0.0000

Resolution Required : (Special)	5 - Issue of Securities to the Qualified Institutional Buyers
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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2010	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	275814158	92.2829	275814158	0	100.0000	0.0000

For PRIME FOCUS LIMITED

Shah

PARINA SHAH
COMPANY SECRETARY



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

19th Annual General Meeting of the Equity Shareholders of Prime Focus Limited Held on 30th September, 2016 at 10.00 a.m. at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093

I Shilpa Ray, Practising Company Secretary, Proprietor of Shilpa Ray & Associates having its office at 3B-10, Phoenix Paragon Plaza, LBS Marg, Kurla (West), Mumbai -400070 was appointed as Scrutinizer for the purpose of scrutinizing evoting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and Amendment Rules, 2015 in respect of the below mentioned resolutions proposed at the 19th Annual General Meeting of the Equity Shareholders of Prime Focus Limited Held on 30th September, 2016 at 10.00 a.m. at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The e-voting system was provided by Central Depository Services Limited (CDSL) which started on Monday, September 26, 2016 at 9.00 am and ended on Thursday, September 29, 2016. E-voting was concluded by CDSL at 5.00 pm on Thursday September 29, 2016.



Details of the e-voting:

Number of members participated in e-voting were 33 and voted in favour of all the 5 resolutions.

E-voting by 4 Folios constituting 6,22,01,546 being from promoter group was considered invalid for the resolution no. 2.

Details of voting by poll:

35 members were present for the meeting out of which 12 persons present participated in poll out of which 10 were present in person and 2 were proxies.

1 ballot paper constituting 15,000 shares was declared invalid.

The results of the Poll are as under:

(a) Resolution No.1:

To receive, consider and adopt:

- the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Board of Directors and Auditors thereon.
- The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Report of Auditors thereon.

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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2009	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	275814158	92.2829	275814158	0	100.0000	0.0000



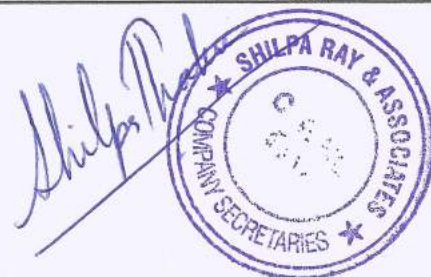

(b) Resolution No. 2 :

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

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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2010	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	171206517	57.2829	171206517	0	100.0000	0.0000

(c) Resolution No. 3 : Ratification of Auditors' Appointment

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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2010	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	275814158	92.2829	275814158	0	100.0000	0.0000



(d) Resolution No. 4 : Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis

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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2010	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	275814158	92.2829	275814158	0	100.0000	0.0000

(e) Resolution No. 5 : Issue of Securities to the Qualified Institutional Buyers

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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	30209670	29277474	96.9142	29277474	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29277474	96.9142	29277474	0	100.0000	0.0000
Public Non Institutions	E-Voting	164061663	141599360	86.3086	141599360	0	100.0000	0.0000
	Poll		329683	0.2010	329683	0	100.0000	0.0000
	Total		141929043	86.5096	141929043	0	100.0000	0.0000
Total		298878974	275814158	92.2829	275814158	0	100.0000	0.0000



A 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.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For Shilpa Ray & Associates


Shilpa Ray
FCS-5936 CP : 5311



Place: Mumbai
Dated:30/09/2016