

BEIJING CAPE TOWN CHANDIGARH DELHI GOA HYDERABAD JOHANNESBURG KOLKATA LONDON LOS ANGELES NEW YORK TORONTO

September 27, 2017

The National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra Kurla Complex Bandra East, Mumbai - 400 051

Fax Nos.: 26598237 / 26598238

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

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

Dear Sir,

Sub: Outcome / Proceedings and Voting Results of the 20th Annual General Meeting of the Company

To,

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

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we have enclosed a copy of the Proceedings of the 20th Annual General Meeting duly convened on Wednesday, September 27, 2017 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 along with the Scrutinizers report.

Request you to take the above on record and oblige.

Thanking you,

Yours faithfully,

For Prime Focus Limited ari ma Shah

Parina Shah Company Secretary

Encl.: As above

Prime Focus Limited. Corporate Identity Number (CIN): L92100MH1997PLC108981 Prime Focus House, Linking Road, Opposite Citibank, Khar (West), Mumbai 400 052, India. T: +91 22 67155001 www.primefocus.com



PROCEEDINGS OF THE 20th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 27, 2017

The 20th Annual General Meeting ("AGM") of the Company was duly held on Wednesday, September 27, 2017 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. The requisite quorum being present, the Chairman 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. With the consent of the Members, the Notice convening the Meeting and the Auditors' Report were taken as read.

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 Wednesday, September 20, 2017 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 Saturday, September 23, 2017 from 9.00 am and concluded on Tuesday, September 26, 2017 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 20, 2017 who had not cast their vote by remote e-voting.

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





The Chairman then placed the following agenda matters as set out in the Notice of 20th Annual General Meeting before the Members briefly explaining the objective and implications, wherever necessary. As Mr. Naresh Malhotra was interested Mr. Rivkaran Chadha, Independent Director presided over the Meeting for Item Number 2 and 8. The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

Ordinary Business

- (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017, 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, 2017 and the Report of Auditors thereon. (Ordinary Resolution)
- 2. Appointment of Mr. Naresh Malhotra (DIN: 00004597), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)
- 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)
- 6. Appointment of Mr. Samu Devarajan (DIN: 00878956), as an Independent Director of the Company (Ordinary Resolution)
- 7. Appointment of Mr. Udai Dhawan (DIN: 03048040), as a Non-Executive Director of the Company (Ordinary Resolution)
- 8. Re-appointment of Mr. Namit Malhotra (DIN: 00004049) as a Chairman and Executive Director (Special Resolution)
- 9. Re-appointment of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897) as a Managing Director (Special Resolution)

Prime Focus Limited. Corporate Identity Number (CIN): L92100MH1997PLC108981

Prime Focus House, Linking Road, Opposite Citibank, Khar (West), Mumbai 400 052, India. T: +91 22 67155001 www.primefocus.com





10. Fixing minimum fee for serving various documents on members of the Company (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 48 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.

For Prime Focus Limited

Parina Shah

Company Secretary





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 / EGM	September 27, 2017
B.	Total No. of shareholders on Record Date i.e. September 20, 2017	8,852
C.	No. of Shareholders present in the meeting either in person or through Proxy: i) Promoters and promoter group ii) Public	3
D.	No. of shareholders who attended the meeting through Video Conferencing: i) Promoters and promoter group ii) Public	Nil





AGENDA WISE DETAILS:

Resoluti	ion Required : (Ordinary)	of the Compa Report of the b. Adoption of	ny for the Fi Board of Dir of the Audite	ntion of the Aud nancial Year end ectors and Aud d Consolidated ed March 31, 20	ded March itors there Financial S	31, 2017, toge on tatements of the	ther with the
	omoter/ promo		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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
	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641	-	-	-			
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692		(#C	_	-	-	-
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
Public Non Institutions	Postal ballot (if Applicable)	164539641	-	-	-	-	_	
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204





Resolution I	Required : (Orc	linary)	Resolution No (DIN: 0000459 appointment	o. 2 - Appointn 97), who retire	nent of a Directs by rotation a	ctor in place and being e	e of Mr. Naresh eligible offers hi	n Malhotra mself for re-
	omoter/ promo	oter group are esolution?	Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled [2]	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled [6]={[4]/[2]}	% of Votes against on votes polled [7]={[5]/[2] }*100
and Promoter		[1]		[3]={[2]/[1]} *100	[4]	[5]		
	E-Voting		0	0	0.0000	0	0.0000	0.0000
Promoter	Poll		0	0	0.0000	0	0.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641				14		
	Total		0	0	0.0000	0	0.0000	0.0000
	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0	0.0000	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692		-	-	-	0.0000	0.0000
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
Public Non Institutions	Postal ballot (if Applicable)	164539641		_	-	_		3.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	171288203	57.3102	171232046	56157	99.9672	0.0328





Resolution I	Required : (Or	dinary)	Resolution N	lo. 3 - Ratificati	on of Statutor	y Auditors	s' Appointment	
Whether pro are interest agenda/reso		oter group	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
	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641	-	-	_		_	
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692	Э.		-	<u></u>	-	_
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
Public Non Institutions	Postal ballot (if Applicable)	164539641	av.	-				3.3330
	Total		141990343	86.2955	141990229	114	99,9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000







Resolution	Required : (Sp	ecial)	The second secon	No. 4 - Offer or i tible Debenture		scription o	of Secured / I	Jnsecured
Whether prare interest agenda/res		noter group	No					
Category	Mode of Voting	No. of shares held	No. of votes polled [2]	% 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
		[1]			[4]	[5]		[7]={[5]/[2]}*100
	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641	~	_	_	_	-	
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692	_			2	2	
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
Public Non Institutions	Postal ballot (if Applicable)	164539641		-	.55555	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000





Resolution I	Required : (Spe	cial)	Resolution N	o. 5 - Issue of	Securities to t	he Qualifie	d Institutiona	l Buyers
	omoter/ promo		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[2]	[3]={[2]/[1] }*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641	2	-	_			
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692		-	-	_	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
Public Non Institutions	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)	164539641	-		-	-	-	_
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100,0000	0.0000







Resolution R	Required : (Ordi	inary)		o. 6 - Appointment of Director of the Com		evarajan (E	OIN: 008789	56), as an
	omoter/ promo		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
	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641	-	-	-		-	120
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll	1	0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692	-	-		70	-	-
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
Public Non Institutions	Postal ballot (if Applicable)	164539641	94		-	-	-	=
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204





Resolution R	equired : (Ordi	nary)		o. 7 - Appointment of ector of the Compar		awan (DIN	: 03048040),	as a Non-
area or	emoter/ promo		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]}*10 0
	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641	_		_	-		
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692	9	_			-	-
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
Public Non Institutions	Postal ballot (if Applicable)	164539641	9.		7	a .	7-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204







Resolution R	Required : (Spec	ial)		o. 8 - Re-appointmen d Executive Director	t of Mr. Namit	Malhotra	(DIN: 00004	049) as a
	omoter/ promo the agenda/re		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
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641	-	-	9	-	_	
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692	-	-	2		-	
							100.000	
	Total		29297860	98.5408	29297860	0	0	0.0000
	E-Voting	-	141490790	85.9919	141490676	114	99.9999	0.0001
Public Non	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000
Institutions	ballot (if Applicable)	104333041			_	-	_	
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	171288203	57.3102	171288089	114	99.9999	0.0001





Resolution F	Required : (Spec	cial)		o. 9 - Re-appoin 97) as a Managi		Ramakrishi	nan Sankarar	arayanan
	omoter/ promo n the agenda/re		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
			[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641	-		_	(w		
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29297860	0	100.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692	-		_			
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
Public Non Institutions	Poll		499503	0.3036	499503	0	100.0000	0.0000
	Postal ballot (if Applicable)	164539641	*	79	-	-	-	_
	Total		141990293	86.2955	141990179	114	99.9999	0.0001
Total		298878974	275895794	92.3102	275895680	114	100.0000	0.0000





Resolution F	Required : (Spec	cial)		o. 10 - Fixing I the Company	minimum fee f	or serving	various docu	ments on
	omoter/ promo		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[2]	[3]={[2]/[1] }*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
and Promoter Group	Postal ballot (if Applicable)	104607641		_	_	_	-	
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal ballot (if Applicable)	29731692	-		-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
Public Non Institutions	Postal ballot (if Applicable)	164539641		-		-		22
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000

For Prime Focus Limited

Parina Shah

Company Secretary

Encl: As above

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a +9

+91 022 61802020

COMPANY SECRETARIES 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

20th Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on 27th September,2017 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

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 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,2015in respect of the below mentioned resolutions proposed at the 20th Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on 27th September,2017 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:

- 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.
- 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.
- 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 Saturday, September 23, 2017 at 9.00 am and ended on Tuesday September 26, 2017. E-voting was concluded by CDSL at 5.00 pm on Tuesday September 26, 2017.



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Shilpa Ray Associates Scrutiny report PFL 2017 Page 1 of 2

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COMPANY SECRETARIES

Details of the e-voting:

Number of folios participated in e-voting were 23.

Details of voting by poll:

37(thirty sevens) persons were present for the meeting out of which 35 (thirty five) were members and 2 (two) were proxies. 19 persons present participated in poll out of which 17 (seventeen) were present in person and 2 (two) were proxy.

None of the ballot paper were declared invalid.

The combined results of E-voting and Poll 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.

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

Shitpa Ray

FCS-5936 CP: 5311

Place: Mumbai Dated: 27/09/2017 Muller

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Annexure I

The results of the Poll are as under:

Resolution No.1:

To receive, consider and adopt:

- 1. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Report of the Board of Directors and Auditors thereon.
- 2. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of Auditors thereon.

Category	1	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	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
Promoter Group	Poll	104007041	14900000	14.2437	14900000	0	100.0000	0.0000
J. 0 4. P	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
Institutions	Poll		0	0.0000	0	0	0.0000	0.0000

Annexure I - Scrutiniser Report/PFL/2017/Shilpa Ray & Associates

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	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll	104333041	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204



Resolution No. 2:

To appoint a Director in place of Mr. Naresh M. Malhotra (DIN:00004597), who retires by rotation and being eligible offers himself for reappointment

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
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Poll	104607641	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
Public Institutions	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
	E-Voting	154530544	141490790	85.9919	141490676	114	99.9999	0.0001
Public Non Institutions	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	171288203	57.3102	171232046	56157	99.9672	0.0328

Annexure I - Scrutiniser Report/PFL/2017/Shilpa Ray & Associates

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Resolution No. 3: Ratification of Auditors' Appointment

Category	Mode of Voting	No. of shares held	Na. 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	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
and Promoter	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000
na makana dapateka sala senten hisiotaka adapatengan	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
Public Institutions	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
Public Non Institutions	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000

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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	of	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	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000	
and Promoter	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000	
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000	
(to me (to)	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000	
Public Institutions	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		29297860	98.5408	29297860	0	100.0000	0.0000	
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001	
Public Non Institutions	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000	
	Total		141990343	86.2955	141990229	114	99.9999	0.0001	
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000	

Annexure I - Scrutiniser Report/PFL/2017/Shilpa Ray & Associates

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Resolution No. 5: Issue of Securities to Qualified Institutional Buyers

Category	Mode of Voting	shares held	No. of votes polled	shares	No. of Votes – in favour	Against	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	E- Voting		89707641	85.7563	89707641	0	100.0000	0.0000
Promoter	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public	E- Voting		29297860	98.5408	29297860	o	100.0000	0.0000
Institutions	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E- Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000

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Resolution No. 6: Appointment of Mr. Samu Devarajan (DIN: 00878956), as an Independent Director of the Company

,	Mode of Voting	of	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	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000	
and Promoter	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000	
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000	
	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913	
Public Institutions	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		29297860	98.5408	29241817	56043	99.8087	, 0.1913	
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001	
Public Non Institutions	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000	
	Total		141990343	86.2955	141990229	114	99.9999	0.0001	
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204	

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Resolution No. 7: Appointment of Mr. Udai Dhawan (DIN: 03048040), as a Non-Executive Director of the Company

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	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
and Promoter	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000
	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
Public Institutions	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
	E-Voting	-1	141490790	85.9919	141490676	114	99.9999	0.0001
Public Non Institutions	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204

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C.P. NO 5311

Resolution No. 8: Re-appointment of Mr. Namit Malhotra (DIN: 00004049) as a Chairman and Executive Director

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]		[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter	E-Voting		0	0.0000	0	0	0.0000	0.0000
and Promoter	Poll	104607641	0	0.0000	0	0	0.0000	0.0000
Group	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
Public Institutions	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total	menne forfund februare	29297860	98.5408	29297860	0	100.0000	0.0000
	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
Public Non Institutions	Poll	10 13330 11	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total	1	298878974	171288203	57.3102	171288089	114	99.9999	0.0001

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Resolution No. 9: Re-appointment of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897) as a Managing Director

Category	Mode of Voting	of	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	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000	
and Promoter	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000	
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000	
	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000	
Public Institutions	Poll	29731692	0	0.0000	0	0	0.0000	0.0000	
	Total		29297860	98.5408	29297860	0	100.0000	0.0000	
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001	
Public Non Institutions	Poll	164539641	499503	0.3036	499503	0	100.0000	0.0000	
	Total		141990293	86.2955	141990179	114	99.9999	0.0001	
Total	1	298878974	275895794	92.3102	275895680	114	100.0000	0.0000	

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Resolution No. 10: To fix minimum fee for serving various documents on members of the company

Category	Mode of Voting	of	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	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000	
and Promoter	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000	
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000	
	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000	
Public Institutions	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		29297860	98.5408	29297860	0	100.0000	0.0000	
	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001	
Public Non Institutions	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000	
	Total		141990343	86.2955	141990229	114	99.9999	0.0001	
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000	

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