



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

September 27, 2017

To,
The National Stock Exchange of India Ltd.
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 /Proceedings and Voting Results of the 20th Annual General Meeting of the Company

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


Parina Shah
Company Secretary
Encl.: As above





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

**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

1. (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*)





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

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

Parina Shah
Company Secretary





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

**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	3
	ii) Public	34
D.	No. of shareholders who attended the meeting through Video Conferencing:	Nil
	i) Promoters and promoter group	
	ii) Public	



AGENDA WISE DETAILS:

Resolution Required : (Ordinary)			Resolution No: 1 - 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					
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
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	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		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Ordinary)			Resolution No. 2 - Appointment of a Director in place of Mr. Naresh Malhotra (DIN: 00004597), who retires by rotation and being eligible offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104607641	0	0	0.0000	0	0.0000	0.0000
	Poll		0	0	0.0000	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		0	0	0.0000	0	0.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0	0.0000	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	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		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	171288203	57.3102	171232046	56157	99.9672	0.0328





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Ordinary)			Resolution No. 3 - Ratification of Statutory Auditors' 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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Special)			Resolution No. 4 - Offer or invite for subscription of Secured / Unsecured Non-Convertible Debentures					
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
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000



Resolution Required : (Special)		Resolution No. 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	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
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
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Ordinary)			Resolution No. 6 - Appointment of Mr. Samu Devarajan (DIN: 00878956), as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[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
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	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		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Ordinary)		Resolution No. 7 - Appointment of Mr. Udai Dhawan (DIN: 03048040), 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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	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		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Special)			Resolution No. 8 - Re-appointment of Mr. Namit Malhotra (DIN: 00004049) as a Chairman and Executive Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	171288203	57.3102	171288089	114	99.9999	0.0001





BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
SINGAPORE
TORONTO
VANCOUVER

Resolution Required : (Special)			Resolution No. 9 - Re-appointment of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897) as a Managing Director					
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
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499503	0.3036	499503	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990293	86.2955	141990179	114	99.9999	0.0001
Total		298878974	275895794	92.3102	275895680	114	100.0000	0.0000



Resolution Required : (Special)			Resolution No. 10 - Fixing minimum fee for serving various documents on members 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	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	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
Parina Shah
Company Secretary



Encl: As above



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

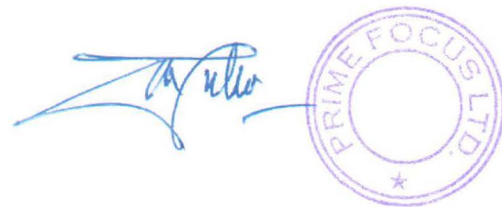
20th Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on 27th September, 2017 at 10.00 a.m. at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 400093

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, 2015 in 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:

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 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.





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.

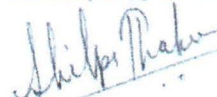
The combined results of E-voting and Poll are summarised in Annexure -I of this report.

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


Shilpa Ray
FCS-5936 CP : 5311



Place: Mumbai
Dated: 27/09/2017





Annexure I

The results of the Poll are as under:

Resolution No.1:

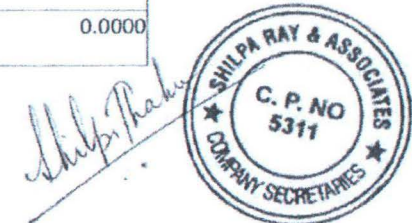
To receive, consider and adopt:

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	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	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000



[Handwritten signature]



	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		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



[Signature]

Resolution No. 2 :

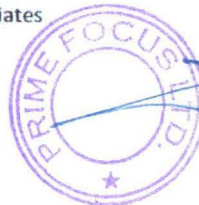
To appoint a Director in place of Mr. Naresh M. Malhotra (DIN:00004597), who retires by rotation and being eligible offers himself for re-appointment

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		0	0.0000	0	0	0.0000	0.0000
	Poll	104607641	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
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	171288203	57.3102	171232046	56157	99.9672	0.0328



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		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	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



Walter

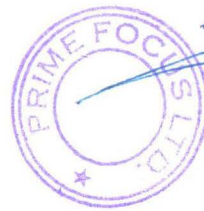
Shilpa Ray



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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	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



Signature



Resolution No. 5: Issue of Securities to 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
		[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	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		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



Shilpa Ray



Resolution No. 6 : Appointment of Mr. Samu Devarajan (DIN: 00878956), as an Independent 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 and Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
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	275839687	56157	99.9796	0.0204

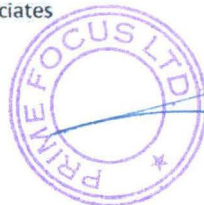


[Handwritten signature]

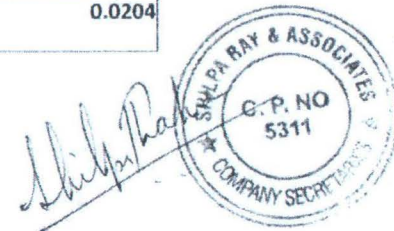


Resolution No. 7: Appointment of Mr. Udai Dhawan (DIN: 03048040), as a Non-Executive Director of the Company

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 and Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
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	275839687	56157	99.9796	0.0204



Handwritten signature



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

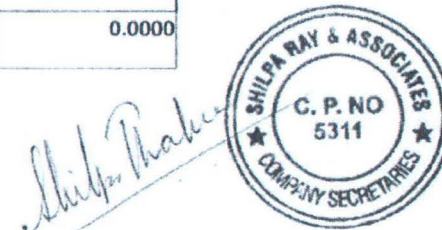
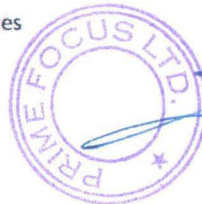


Namit Malhotra



Resolution No. 9: Re-appointment of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897) as a Managing 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]	[5]	[6]={(4)/[2]}*100	[7]={(5)/[2]}*100
Promoter and Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	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	499503	0.3036	499503	0	100.0000	0.0000
	Total		141990293	86.2955	141990179	114	99.9999	0.0001
Total		298878974	275895794	92.3102	275895680	114	100.0000	0.0000



Resolution No. 10: To fix minimum fee for serving various documents on members 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
Promoter and Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	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



[Handwritten signature]

