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January 5, 2018

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 Jeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.: 22723121/2037/2039

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

Dear Sir/Madam,

Sub: Intimation under Regulation 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015, as amended (the “LODR Regulations”), regarding the outcome of the Extra-Ordinary General Meeting (the “EGM”) held on January 5, 2018

With reference to the captioned subject, we would like to inform you that EGM of the shareholders of Prime Focus Limited (the “**Company**”) was held today i.e. Friday, January 5, 2018 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.

In this regard, please find enclosed herewith, the following:

- (i) a copy of the summary of the proceedings of the EGM, pursuant to Regulation 30 of the LODR Regulations, as **Annexure I**;
- (ii) the details of the voting results of the EGM in the prescribed format, pursuant to Regulation 44(3) of the LODR Regulations, as **Annexure II**; and
- (iii) the scrutinizer’s report dated January 5, 2018 with respect to the voting results as **Annexure III**.





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Kindly take the above on your record.

Thanking you,

Yours faithfully,

For Prime Focus Limited

Parina Shah

Parina Shah

Company Secretary

Encl.: As above





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ANNEXURE I

SUMMARY OF THE PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF PRIME FOCUS LIMITED (THE "COMPANY") HELD ON JANUARY 5, 2018

The Extra Ordinary General Meeting (the "EGM") of the Company was duly held on Friday, January 5, 2018 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, members of the board of directors of the Company, representatives of the body corporates and all others present at the EGM. He also introduced the members on the dais. He also apprised that other directors were not available due to their pre-occupations. The requisite quorum being present, the Chairman called the meeting to order. He informed that in aggregate 36 members were present in person at the EGM and 2 persons were present through proxies received by the Company. The members of the Company were informed that the requisite registers and documents referred to in the Notice of the EGM were available for inspection during the meeting. With the consent of the members of the Company, the Notice convening the EGM was taken as read.

The Company, in accordance with the provisions of Section 108 of the Companies Act, 2013, as amended, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 prescribed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015, as amended, had provided the remote e-voting facility through Central Depository Services Limited (CDSL) platform, to all its members holding shares in dematerialized and physical form as on the cut-off date, being Friday, December 29, 2017, to exercise their right to vote by electronic means on all the businesses specified in the Notice convening the EGM. The remote e-voting period commenced on Tuesday, January 2, 2018 from 9.00 a.m. and concluded on Thursday, January 4, 2018 at 5.00 p.m.

As remote e-voting facility was provided to the members of the Company, voting through Ballot paper was made available at the EGM for members of the Company as on December 29, 2017, who had not cast their vote by remote e-voting.

The Chairman informed those present that the Company had appointed, Ms. Shilpa Ray, a practicing Company Secretary, as the Scrutinizer for the purposes of independently conducting and overseeing the voting process in a fair and transparent manner.





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The Chairman then placed the following items of business as set out in the Notice of EGM before the members of the Company, briefly explaining the objective and implications thereof, wherever necessary. As Mr. Naresh Malhotra was interested, with the consent of the members present, Mr. Nishant Fadia presided over the meeting for Item No. 2. The following resolutions set out in the Notice convening the EGM were proposed and seconded by the members of the Company:

Special Business

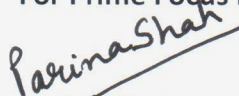
1. Increase in the authorised share capital of the Company and alteration of the capital clause in the Memorandum of Association of the Company (*Special Resolution*); and
2. Issue of warrants, convertible into equity shares of the Company on a preferential basis to: (i) Monsoon Studio Private Limited, a member of the Promoter and Promoter Group of the Company; and (ii) Mr. Anshul Doshi, a non-Promoter (*Special Resolution*).

The Chairman then invited the members of the Company to raise queries/concerns, if any, on the aforesaid items of business, which were duly responded to and the suggestions made by the members of the Company were taken on record.

Thereafter, the members of the Company 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 EGM 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 exchanges where the shares of the Company are listed and on the notice board of the Company at its premises.

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

For Prime Focus Limited


Parina Shah
Company Secretary





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ANNEXURE II

DETAILS OF VOTING RESULTS AT THE EGM AS PER THE FORMAT PRESCRIBED UNDER REGULATION 44(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Sr. No.	Description	Particulars
A.	Date of the AGM / EGM	January 5, 2018
B.	Total No. of shareholders on Cut-off Date i.e. December 29, 2017	10286
C.	No. of Shareholders present in the meeting either in person or through Proxy:	
	i) Promoters and promoter group	3
	ii) Public	35
D.	No. of shareholders who attended the meeting through Video Conferencing:	Nil
	i) Promoters and promoter group	
	ii) Public	





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AGENDA- WISE DISCLOSURE:

Resolution Required : (Special)		1 - Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association 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	61476546	58.7687	61476546	0	100.0000	0.0000
	Poll		43131095	41.2313	43131095	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29466387	29332697	99.5463	29332697	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		29332697	99.5463	29332697	0	100.0000	0.0000
Public Non Institutions	E-Voting	165038283	36575231	22.1617	36575120	111	99.9997	0.0003
	Poll		19870	0.0120	19868	2	99.9899	0.0101
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		36595101	22.1737	36594988	113	99.9997	0.0003
Total		299112311	170535439	57.0138	170535326	113	99.9999	0.0001





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Resolution Required : (Special)			2 - Issue of Warrants, convertible into Equity Shares on a Preferential Basis to Promoter and Non Promoter					
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	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0	0.0000	0.0000
	Total		0	0.0000	0.0000	0	0.0000	0.0000
Public Institutions	E-Voting	29466387	29332697	99.5463	29332697	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		29332697	99.5463	29332697	0	100.0000	0.0000
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		36595101	22.1737	36594988	113	99.9997	0.0003
Total		299112311	65927798	22.0412	65927685	113	99.9999	0.0002

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

Extra-Ordinary General Meeting of the Equity Shareholders of Prime Focus Limited held on 5th January, 2018 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 resolutions passed at the Extra-Ordinary General Meeting of the Equity Shareholders of Prime Focus Limited held on 5th January, 2018 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 box kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot box was 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 at 09.00 a.m. on Tuesday, January 2, 2018 and ended on Thursday, January 4, 2018. E-voting was concluded by CDSL at 5.00 pm on Thursday, January 4, 2018.



[Handwritten signature]
[Handwritten signature]

Details of the e-voting:

Number of members participated in e-voting were 24 and 22 voted in favour of Resolution No.1 and 19 out of 21 voted in favour of Resolution No.2.

Details of voting by poll:

38 (Thirty Eight) persons were present for the meeting out of which 36 (Thirty Six) were members and 2(Two) were proxies. 17 persons present participated in poll out of which 16 (Sixteen) were present in person and 1 (One) was proxy.

1 (One) of the ballot paper was declared invalid since the member had already casted vote through e-voting mode.

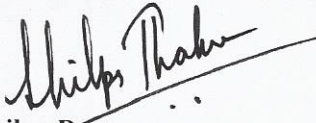
The combined results of E-voting and Poll are summarised in Annexure –I of this report.

The compilation of data containing the 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: January 5, 2018



The results of the Poll are as under:

Resolution No.1:

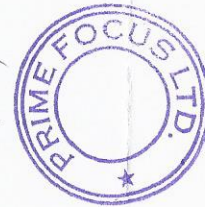
Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company:

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
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Promoter and Promoter Group	E-Voting	104607641	61476546	58.7687	61476546	0	100.0000	0.0000
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	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29466387	29332697	99.5463	29332697	0	100.0000	0.0000
	Poll							
	Total		29332697	99.5463	29332697	0	100.0000	0.0000
Public Non Institutions	E-Voting	165038283	36575231	22.1617	36575120	111	99.9997	0.0003
	Poll		19870	0.0120	19868	2	99.9899	0.0101
	Total		36595101	22.1737	36594988	113	99.9997	0.0003
Total		299112311	170535439	57.0138	170535326	113	99.9999	0.0001



Shilpa Ray

[Signature]



Resolution No. 2 :

Issue of Warrants, convertible into Equity Shares on a Preferential Basis to a member of the Promoter and Promoter Group and to a Non Promoter :

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	29466387	29332697	99.5463	29332697	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29332697	99.5463	29332697	0	100.0000	0.0000
Public Non Institutions	E-Voting	165038283	36575231	22.1617	36575120	111	99.9997	0.0003
	Poll		19870	0.0120	19868	2	99.9899	0.0101
	Total		36595101	22.1737	36594988	113	99.9997	0.0003
Total		299112311	65927798	22.0412	65927685	113	99.9998	0.0002



Shilpa Ray

[Signature]

