



**PRIME FOCUS**  
L I M I T E D

December 28, 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,  
PhirozeJeejebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Fax Nos.:22723121/2037/2039

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

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

Dear Sir(s),

Pursuant to Regulation 44(3) of the LODR Regulations, we wish to inform you that Members of the Company on December 26, 2018, have passed the below mentioned resolutions with the requisite majority by way of Postal Ballot.

- 1) **Ordinary Resolution:** Disposal of investment held by the Company in Gener8 India Media Services Limited (its wholly owned subsidiary) to DNEG Creative Services Private Limited (Formerly known as Prime Focus World Creative Services Private Limited)
- 2) **Special Resolution :** Amendment of the Articles of Association of the Company

Please find enclosed herewith, the voting result of the postal ballot along with the Consolidated Scrutinizer’s Report dated December 28, 2018, for your reference.

Kindly take the same on record and acknowledge receipt of the same.

Thanking you.

Yours Faithfully,  
For Prime Focus Limited

*Parina Shah*  
Parina Shah  
Company Secretary  
Encl.: a/a





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In accordance with Regulation 44(3) of the LODR Regulations, the voting results of the Postal Ballot conducted by the Company are furnished below:

Sr. No.	Description	Particulars
1	Date of Postal Ballot	December 26, 2018 <i>(Being the last date of receipt of duly completed Postal Ballot Forms/ e-voting)</i>
2	Total number of shareholders on record date <i>(i.e November 16, 2018 – record date)</i>	10,771
3	No. of shareholders present in the meeting either in person or through proxy  Promoter and Promoter Group Public	Not Applicable Not Applicable
4	No. of shareholders attended the meeting through Video Conference	Not Applicable





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**Agenda wise disclosure**

Resolution Required : Ordinary			Resolution No: 1 - Disposal of investment held by the Company in Gener8 India Media Services Limited (its wholly owned subsidiary) to DNEG Creative Services Private Limited (Formerly known as Prime Focus World Creative Services Private Limited) :					
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	10,46,07,641	10,46,07,641	100.0000	10,46,07,641	0	100.0000	0.0000
	Ballot		0	0	0	0	100.0000	0.0000
	<b>Total</b>		<b>10,46,07,641</b>	<b>100.0000</b>	<b>10,46,07,641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3,00,13,609	2,93,75,816	97.8750	2,92,47,066	1,28,750	99.5617	0.4383
	Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,93,75,816</b>	<b>97.8750</b>	<b>2,92,47,066</b>	<b>1,28,750</b>	<b>99.5617</b>	<b>0.4383</b>
Public Non Institutions	E-Voting	16,45,44,395	3,66,67,638	22.2843	36667615	23	99.9999	0.0001
	Ballot		4,267	0.0026	4264	3	99.9297	0.0703
	<b>Total</b>		<b>3,66,71,926</b>	<b>22.2869</b>	<b>36671879</b>	<b>26</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>29,91,65,645</b>	<b>17,06,55,383</b>	<b>57.0438</b>	<b>17,05,26,586</b>	<b>1,28,776</b>	<b>99.9245</b>	<b>0.0755</b>





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Resolution Required : Special			Resolution No: 2 - Amendment of the Articles 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	10,46,07,641	10,46,07,641	100.0000	10,46,07,641	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,46,07,641</b>	<b>100.0000</b>	<b>10,46,07,641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3,00,13,609	2,93,75,816	97.8750	2,93,75,816	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,93,75,816</b>	<b>97.8750</b>	<b>2,93,75,816</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	16,45,44,395	3,66,67,638	22.2843	3,66,67,615	23	99.9999	0.0001
	Ballot		3,585	0.0022	3,584	1	99.9721	0.0279
	<b>Total</b>		<b>3,66,71,244</b>	<b>22.2865</b>	<b>3,66,71,199</b>	<b>24</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>29,91,65,645</b>	<b>17,06,54,701</b>	<b>57.0435</b>	<b>17,06,54,656</b>	<b>24</b>	<b>100.0000</b>	<b>0.0000</b>

Conclusion: Both the above resolutions are passed with the requisite majority





**SCRUTINIZER'S REPORT ON POSTAL BALLOT AND E-VOTING**

To  
The Chairman,  
Prime Focus Limited,  
Khar, Mumbai

Dear Sir,

I, Shilpa Ray, the proprietor of Shilpa Ray & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of Prime Focus Limited (Hereinafter referred as 'PFL') at the Board Meeting held on 13<sup>th</sup> November, 2018 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through e-voting facility provided by CDSL (Central Depository Services (India) Limited (hereinafter referred as 'CDSL') in respect of the resolutions set out in the postal ballot notice dated 13<sup>th</sup> November, 2018.

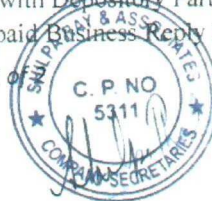
To enable wider participation of shareholders, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations") all the listed entities are required to provide e-voting facility to their shareholders on all shareholders' resolutions to be passed at General Meetings or through Postal Ballot. PFL has provided the postal ballot facility to its shareholders.

In terms of the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 PFL is responsible for compliance with the rules mentioned therein relating to e-voting. PFL accordingly has made arrangements with the CDSL and Registrar and Transfer Agent (RTA) M/s Link Intime India Private Limited to provide system of e-voting to its shareholders through e-voting website [www.evotingindia.com](http://www.evotingindia.com).

My responsibility as a scrutinizer for the e-voting and voting through postal ballot is restricted to report the votes casted in favour or against the resolutions set out in the notice dated 13<sup>th</sup> November, 2018. I submit my report as under:

1. PFL through RTA had uploaded the resolutions together with explanatory statement on which e-voting was required and for generating Electronic Voting Sequence Number (EVSN) by the system provider CDSL. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dt. 13<sup>th</sup> November, 2018 sent to the shareholders by email addresses registered with Depository Participants and partly by courier / Registered Post along with self-addressed prepaid Business Reply Envelope. The cut-off date for ascertaining the

Postal Ballot Report/PFL/2018/Page 1 of 1 Shilpa Ray & Associates, Company Secretaries



- members whose names appeared in the Register of Members / Record of Depositories was Friday, 16<sup>th</sup> November, 2018 for the purpose of dispatch of postal ballot papers to the shareholders.
2. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by Ministry of Corporate Affairs, an advertisement was published by the Company in "Business Standard", the English Newspaper and "Pudhari" the Marathi Newspaper on 27<sup>th</sup> November, 2018 informing about the completion of dispatch of the Postal Ballot Notices, both by courier, Registered Post and by email, wherever applicable to the shareholders along with the other matters mentioned therein.
  3. As per the notice of postal ballot sent to the shareholders, Wednesday, 26<sup>th</sup> December, 2018 was fixed as the last date of receipt of Postal Ballots Forms (till 5.00 p.m.) and E-Voting (till 05.00 p.m.). Thereafter the e-voting facility was disabled by CDSL for e-voting.
  4. I report that on my behalf, RTA have received the Postal Ballot forms from the shareholders till 26<sup>th</sup> December, 2018 till 5.00 p.m. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 26<sup>th</sup> December, 2018 being the last date fixed by the Company for the receipt of the ballot papers/e-voting were considered for my scrutiny.
  5. The particulars of all postal ballot forms received from the shareholders have been entered into register maintained for the same.
  6. All the postal ballot forms received up to 5.00 p.m. on 26<sup>th</sup> December, 2018 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing details of shareholders, votes polled, assented, dissented and rejected if any was generated. The shareholding and signatures of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the RTA.
  7. Envelops containing postal ballot forms which returned undelivered were not opened.
  8. I have also received a complete record of votes casted through e-voting facility from CDSL on Wednesday 26<sup>th</sup> December, 2018 after 5.00 p.m.
  9. The report of votes casted 'For' and 'Against' of the resolutions that were put to vote generated by CDSL for e-voting and the tally of physical postal ballot forms received is as under :

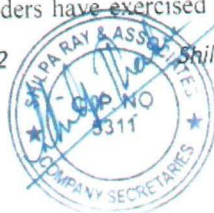
Evoting :

Resolution No	Total Votes casted	Votes in favour of Resolution			Voted against resolution			Invalid Votes	
		No of e-voting entries	No of equity shares	% to valid votes	No of e-voting entries	No of equity shares	% to valid votes	No of e-voting entries	No of equity shares
1	170651095	20	170522322	99.92	7	128773	0.08	0	0
2	170651095	23	170651072	100	4	23	0	0	0

Postal Ballot :

Resolution No	Total Votes casted	Votes in favour of Resolution			Voted against resolution			Invalid Votes	
		No of e-voting entries	No of equity shares	% to valid votes	No of e-voting entries	No of equity shares	% to valid votes	No of e-voting entries	No of equity shares
1	4267	24	4264	99.93	2	3	0.07	3	21
2	3585	23	3584	99.97	1	1	0.03	3	21

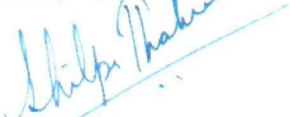
10. On scrutiny I report that out of 10771 shareholders, 27 shareholders have exercised their vote through e-voting and 29 shareholders have exercised their votes through Postal Ballot Forms as



- received. 3 postal ballot forms were declared invalid. The details of polling results for the item placed for consideration by the members are annexed to this report.
11. The Register and all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairman considers, approves and signs the Minutes. Thereafter the papers and records relating to the postal ballot will be handed over to the Company.
  12. The above mentioned resolutions are deemed to be passed by requisite majority as on the closure of postal ballot and e-voting date i.e. 26<sup>th</sup> December, 2018.
  13. You may accordingly declare the results of voting by postal ballot.

The Summary of the voting in format prescribed under Regulation 44 of SEBI (LODR) Regulations, is annexed separately to this report.

For Shilpa Ray & Associates,  
Company Secretaries

  
Shilpa Ray



FCS : 5936 CP : 5311

Date : 28/12/2018

Place : Mumbai

We, the undersigned, have witnessed that the votes cast through e-voting were unblocked from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) in our presence on 26<sup>th</sup> December at 7.15 p.m. and the ballot box containing the physical Postal Ballot Forms was unlocked in our presence on 26<sup>th</sup> December, 2018 at 5.30 p.m.



(Sunil Kumar Panigrahi)



(Megha Mahale)

