



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

March 22, 2024

**To,**  
**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 Jeejebhoy 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 “SEBI Listing Regulations”) along with the Scrutinizer’s Report.**

Dear Sir(s),

Pursuant to Regulation 30 and 44(3) of the SEBI Listing Regulations, and in furtherance to our letter dated February 20, 2024, submitting the Notice of Postal Ballot dated February 13, 2024, we wish to inform you that Members of the Company on March 21, 2024, have passed the below Ordinary resolution through requisite majority by way of Postal Ballot through e-voting only (“remote e-voting”).

<b>Sr. No</b>	<b>Special Business</b>	<b>Type of Resolution</b>
1.	Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company.	Ordinary Resolution

Please find enclosed herewith the following:

1. Voting Results as required under Regulation 44 of SEBI Listing Regulations;
2. Report of the Scrutinizer dated March 21, 2024 pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for your reference.



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L I M I T E D

The Voting Results along with the Scrutinizer's Report will be available on the website of the Company: [www.primefocus.com](http://www.primefocus.com) and on the website of Central Depository Services (India) Limited: [www.evotingindia.com](http://www.evotingindia.com) . Kindly take the same on record and acknowledge receipt of the same.

Thanking you.

Yours Faithfully,  
For **Prime Focus Limited**

**Parina Shah**  
**Company Secretary & Compliance Officer**  
Encl.: a/a



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

<b>Sr. No.</b>	<b>Description</b>	<b>Particulars</b>
1	Date of Postal Ballot (date of passing of Ordinary/ Special Resolutions)	March 21, 2024 ( <i>Being the last date of e-voting</i> )
2	Voting Start Date	February 21, 2024
3	Voting End Date	March 21, 2024
4	Total number of shareholders on record date ( <i>i.e February 13, 2024</i> )	14,529
5	No. of shareholders present in the meeting either in person or through proxy  Promoter and Promoter Group Public	  Not Applicable Not Applicable
6	No. of shareholders attended the meeting through Video Conference	Not Applicable



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**Agenda wise Disclosure:**

Prime Focus Limited								
Resolution Required : (Ordinary)		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	209547528	194647528	92.8894%	194647528	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%
	<b>Total</b>		<b>194647528</b>	<b>92.8894%</b>	<b>194647528</b>	<b>0</b>	<b>100.0000%</b>	<b>0.0000%</b>
Public Institutions	E-Voting	33602962	33545727	99.8297%	33545727	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%
	<b>Total</b>		<b>33545727</b>	<b>99.8297%</b>	<b>33545727</b>	<b>0</b>	<b>100.0000%</b>	<b>0.0000%</b>
Public Non Institutions	E-Voting	56698154	32512651	57.3434%	32512395	256	99.9992%	0.0008%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot		0	0.0000%	0	0	0.0000%	0.0000%
	<b>Total</b>		<b>32512651</b>	<b>57.3434%</b>	<b>32512395</b>	<b>256</b>	<b>99.9992%</b>	<b>0.0008%</b>
<b>Total</b>		<b>299848644</b>	<b>260705906</b>	<b>86.9458%</b>	<b>260705650</b>	<b>256</b>	<b>99.9999%</b>	<b>0.0001%</b>

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

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To,  
The Chairman,  
**PRIME FOCUS LIMITED,**  
Prime Focus House, Opp. Citi Bank,  
Linking Road, Khar – (West),  
Mumbai - 400052.

Dear Sir,

**Sub.: Prime Focus Limited - Scrutinizer's Report on Postal Ballot (e-voting) Results.**

The Board of Directors of Prime Focus Limited (hereinafter referred to as "**the Company**") on February 13, 2024, has appointed me as the Scrutinizer for scrutinizing the Postal Ballot e-voting process in a fair and transparent manner in the matter of Ordinary Resolution proposed in the Notice of the Postal Ballot dated February 13, 2024.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "**Act**") read with the relevant Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time and the Secretarial Standard on the General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, the Company has provided remote e-voting facility to its Members for voting on the resolutions contained in the Notice of the Postal Ballot.

The Company has made an arrangement with Central Depository Services (India) Ltd ("**CDSL**") for facilitating e-voting for the Members to enable them to cast their votes electronically.

Considering the General Circulars issued by Ministry of Corporate Affairs ('MCA') specifically, General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (**collectively referred to as 'MCA Circulars'**) the Company has sent the Notice of the Postal Ballot pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under section 102 of the Act only in electronic form to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants and whose names appeared in the Register of Members and as beneficial owners in the records of Depositories as on the cut-off date i.e. February 13, 2024. Hard copy of the Notice of the Postal Ballot along with Postal Ballot form and pre-paid business reply envelop has not been sent to the Members. The communication of the assent or dissent of the Members were sought through the e-voting system only.

MEHUL  
JAYANT  
RAVAL

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by MEHUL  
JAYANT RAVAL  
Date:  
2024.03.21  
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# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

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The Notice of the Postal Ballot was uploaded on the Company's website [www.primefocus.com](http://www.primefocus.com) and on the website of Stock Exchanges [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and Listing Regulations relating to the items being placed for approval of the Members through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice of the Postal Ballot, based on the reports generated from the e-voting system provided by CDSL.

The item for which approval of the Members of the Company was sought as stated in the Notice of the Postal Ballot is mentioned hereunder: -

Sr. No	Description of the Resolution	Type of Resolution
1	Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company	Ordinary Resolution

**In connection with the above referred matters, I hereby submit my report as under:**

- 1) In terms of aforesaid MCA Circulars, the Members of the Company holding shares as on February 13, 2024 ("**cut- off date**") had an option to vote through the e-voting facility only as per MCA Circulars. The Company has also provided option for e-voting to those shareholders, who held shares in Physical form.
- 2) The Company has completed the dispatch of Notice of the Postal Ballot by email on February 20, 2024, to all the members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the close of business hours on cut-off date.
- 3) The Company has published an advertisement on February 21, 2024, regarding completion of dispatch of Postal Ballot Notice to eligible members in "Pudhari", Marathi Newspaper (Regional Language) and "Business Standard", English Newspaper.
- 4) The voting period for remote e-voting on Postal Ballot commenced on **Wednesday, February 21, 2024, at 09:00 a.m. (IST) and ended on Thursday, March 21, 2024, at 05:00 p.m. (IST)** and the CDSL e-voting module was disabled thereafter.

# MEHUL RAVAL

Practicing Company Secretary

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- 5) The particulars of remote e-voting report generated from electronic registry of CDSL e-voting system have been entered in a separate Register maintained for this purpose.
  - 6) E-votes cast up to the close of working hours i.e., 05:00 P.M. on Thursday, March 21, 2024, i.e., the last date and time fixed by the Company for Postal Ballot process, has been considered for the purpose of this report.
  - 7) As on the cut-off date, the paid-up capital of the Company was Rs. 29,98,48,644/- (Rupees Twenty Nine Crores Ninety Eight Lacs Forty Eight Thousand Six Hundred Forty Four Only) divided into 29,98,48,644 equity shares of Re.1/- each.
  - 8) The result of the remote e-voting is as under:

## ITEM NO. 1- ORDINARY RESOLUTION:

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

- (i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
78	260705650	99.9999

- (ii) Voted against the resolution: 260705906

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
8	256	0.0001

- (iii) Invalid votes

Number of members voted	Number of invalid votes cast (Shares)	% of total number of invalid votes cast
NIL	NIL	NIL

- 9) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of Postal Ballot.
- 10) Votes cast in favour or against is calculated based on the valid votes casted through e-voting.

# MEHUL RAVAL

Practicing Company Secretary

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- 11) Detailed summary of Result with assent/dissent for the resolutions is attached with this Report as Annexure – A.
  
  - 12) Based on the aforesaid results, I report that the resolutions mentioned in the Notice of the Postal Ballot stands passed with the requisite majority on Thursday, March 21, 2024. I request the Company, to announce the voting result of Postal Ballot.

Thanking You,

Yours Faithfully,

MEHUL  
JAYANT RAVAL

Digitally signed by  
MEHUL JAYANT RAVAL  
Date: 2024.03.21  
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**CS Mehul Raval**  
**Practicing Company Secretary**  
**ACS: 18300**  
**COP: 24170**  
**UDIN: A018300E003616290**  
Place: Mumbai  
Date: March 21, 2024

PARINA  
NIRAV SHAH

Digitally signed by  
PARINA NIRAV SHAH  
Date: 2024.03.21  
17:36:07 +05'30'

**Parina Shah**  
**Company Secretary**  
**ACS: 18061**



# MEHUL RAVAL

Practicing Company Secretary

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Tel: 022- 49638648/ Email: csmehulraval@gmail.com

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## Annexure A

### RESULT SUMMARY

<b>SR. NO.</b>	<b>RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>FAVOUR (%)</b>	<b>AGAINST (%)</b>
1.	Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company.	<b>Ordinary Resolution</b>	99.9999	0.0001

**MEHUL**  
**JAYANT**  
**RAVAL**

Digitally signed  
by MEHUL  
JAYANT RAVAL  
Date: 2024.03.21  
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