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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

Parina Shah

Company Secretary

