



PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Linking Road, Opp. Citi Bank, Khar West, Mumbai – 400 052

Phone: [022-67155000] Fax: [022-67155001] Website: [www.primefocusltd.com]

Corporate Identity Number (CIN): L92100MH1997PLC108981

DETAILS OF VOTING RESULTS AT THE EGM IN THE FORMAT PRESCRIBED UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Sr. No.	Description	Particulars
A.	Date of the EGM	August 01, 2014
B.	Total No. of shareholders on Record Date	15,452
C.	No. of Shareholders present either in person or through Proxy	
	-Promoters and promoters group	2
	-Public	43
D.	No. of shareholders attended the meeting through Video Conferencing	Nil

DETAILS OF THE AGENDA:

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour	No. of votes -against	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 1: Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	77212260	41.64	77212260	0	100.00	0.00
(B) Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Total (A+B)	185417436	114048909	61.51	114013681	35228	99.97	0.03



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Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes -against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 2: Preferential Issue of Equity Shares							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	110714	0.06	110714	0	100.00	0.00
(B) Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Total (A+B)	185417436	36947363	19.93	36912135	35228	99.90	0.10

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes -against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 3: Authorization for ESOP Scheme of the Company							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	100.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	105414	5300	95.21	4.79
Total (A)	185417436	77212260	41.64	77206960	5300	99.99	0.01
(B) Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Total (A+B)	185417436	114048909	61.51	114008381	40528	99.96	0.04



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Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Resolution No. 4: Approval of extension of the PFL-ESOP Scheme 2014 to the eligible employees of the holding company, subsidiary and associate companies, if any, of the Company as applicable.							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	105414	5300	95.21	4.79
Total (A)	185417436	77212260	41.64	77206960	5300	99.99	0.01
(B) Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Total (A+B)	185417436	114048909	61.51	114008381	40528	99.96	0.04

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Resolution No. 5: To appoint Mr. Ramakrishnan Sankaranarayanan as a Managing Director							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public - Institutional holders	7975814	0	0	0	0	0	0
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	77212260	41.64	77212260	0	100.00	0.00
(B) Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	82124	1.03	82124	0	100.00	0.00
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36836649	0	0.00	0.00
Total (A+B)	185417436	114048909	61.51	114048909	0	100.00	0.00



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Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes -against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 6: To appoint Mr. Namit Malhotra as a Chairman and Executive Director							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	110714	0.06	110714	0	100.00	0.00
(B) Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	82124	1.03	82124	0	100.00	0.00
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36836649	0	100.00	0.00
Total (A+B)	185417436	36947363	19.93	36947363	0	100.00	0.00



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August 02, 2014: Outcome of voting of the Extraordinary General Meeting held on August 01, 2014

The Company's Extraordinary General Meeting was held on August 01, 2014. The Company had provided e-voting facility to its Members to exercise their rights to vote by electronic means in compliance with Clause 35B of the Listing Agreement and pursuant to the provisions of Section 108 of the Companies Act 2013 and the Rules framed thereunder. The e-voting period commenced on Thursday, July 17, 2014 and ended on Sunday, July 20, 2014. In addition, poll was also ordered by the Chairman at the Extraordinary General Meeting. The Scrutinizer appointed for the purpose has submitted report on e-voting and poll. Based on the report of the Scrutinizer, the Company has declared the results of the e-voting and poll.

The consolidated results of e-voting and poll wherein all six resolutions as set out in the Notice to the Extraordinary General Meeting and approved by the Members as special resolutions with requisite majority are enclosed.



SCRUTINIZER'S COMBINED REPORT ON E-VOTING AND POLL

To the Chairman of Extra Ordinary General Meeting of Prime Focus Limited held on Friday 1st August, 2014 at 10.00 a.m. at Prime Focus Office, Main Frame IT Park, Building – H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai - 400 065


In terms of the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014, I was appointed as a Scrutinizer by the Company on July 02, 2014 to conduct E-voting for passing of six Special Resolutions as contained in the Notice dated **July 02, 2014**. Subsequently I have issued Scrutinizer's report on July 28th, 2014.

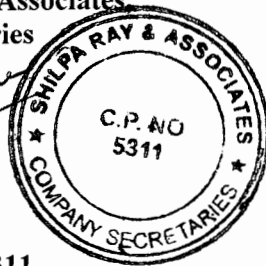
In terms of the provisions of Section 109 of the Companies Act, 2013 read with Chapter 21 of Companies (Management and Administration) Rules, 2014, I was appointed as a Scrutinizer by the Chairman of the Extra Ordinary General Meeting held on 1st August, 2014 to conduct poll for passing of six Special Resolutions as contained in the Notice of the meeting.

After our appointment as Scrutinizers, we took charge of the sealed ballot boxes. We have scrutinized the ballot papers and the Register of Equity Shareholders maintained by M/s Link Intime Private Limited, the Registrar and Share Transfer Agent appointed by the Company.

As requested by management I have annexed combined Report, on the results of e-voting and poll.

For Shilpa Ray & Associates
Company Secretaries


Shilpa Ray



FCS : 5936 CP : 5311

Date : 02/08/2014

Place : Mumbai

Annexure I

Details of the E-voting

Number of member who participated in e-voting were 11.
4 shareholders did not cast vote on special resolution no. 2 and 6.

Details of voting during the poll

45 Members attended meeting out of which 40 members voted during the poll.
4 ballot papers were classified as invalid. Total number of valid votes casted were 36,836,649.
The analysis of the valid votes has been produced in form of annexure II to VII.

Shilpa Ray



Annexure II

Analysis of Results of Item No.1 –Special Resolution pursuant to Section 13(1) of the Companies Act, 2013 as set out in the Notice

Resolution – 1						
Mode of Voting: (E-voting)						
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100
						% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00
Public Institutional Holders	7975814	0	0.00	0	0	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00
Total (A)	185417436	77212260	41.64	77212260	0	100.00
Mode of Voting: (Poll)						
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00
Public Institutional Holders	7975814	82124	1.03	46896	35228	57.10
Public-Others	100340076	36754525	36.63	36754525	0	100.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90
Result (A+B)	185417436	114048909	61.51	114013681	35228	99.97
						0.03

Evoing& Poll / Combined Report/PFL/2014/Page 3 of 8

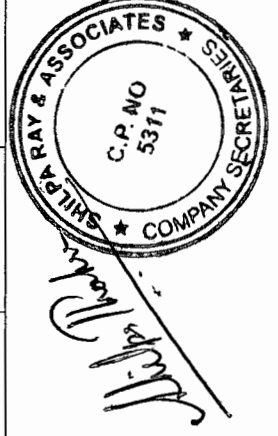


Shilpa Ramesh

Annexure III

Analysis of Results of Item No.2 –Special Resolution pursuant to Section 62 of the Companies Act ,2013 as set out in the Notice

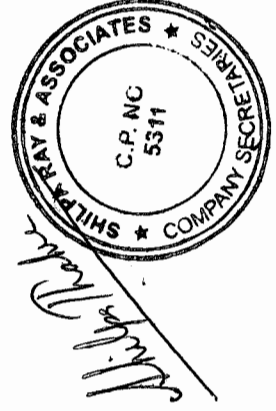
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution - 2							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	7975814	0	0.00				
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	110714	0.06	110714	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Result (A+B)	185417436	36947363	19.93	36912135	35228	99.90	0.10



Annexure IV

Analysis of Results of Item No.3 –Special Resolution pursuant to Section 62(1) of the Companies Act,2013 as set out in the Notice

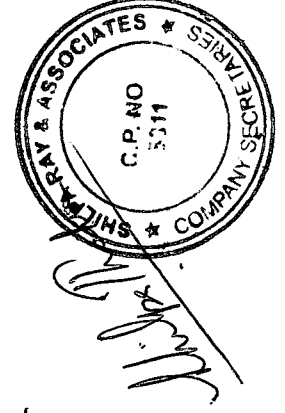
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution - 3							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public Institutional Holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	105414	5300	95.21	4.79
Total (A)	185417436	77212260	41.64	77206960	5300	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Result (A+B)	185417436	114048909	61.51	114008381	40528	99.96	0.04



Annexure V

Analysis of Results of Item No.4 –Special Resolution pursuant to Section 62(1) (b) of the Companies Act ,2013 as set out in the Notice

Resolution - 4							
Mode of Voting: [E-voting]							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public Institutional Holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	105414	5300	95.21	4.79
Total (A)	185417436	77212260	41.64	77206960	5300	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Result (A+B)	185417436	114048909	61.51	114008381	40528	99.96	0.04



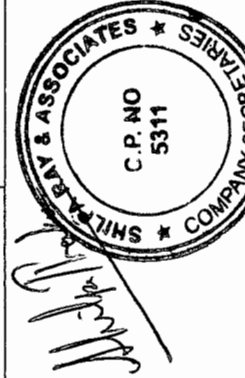
Annexure VI

Analysis of Results of Item No.5 – Special Resolution pursuant to Section 196,197,198,203 of the Companies Act, 2013 read with Schedule V of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as set out in the Notice.

Resolution - 5							
Mode of Voting: (E-voting)							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public Institutional Holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	77212260	41.64	77212260	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	7975814	82124	1.03	82124	0	100.00	0.00
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36836649	0	100.00	0.00
Result (A+B)	185417436	114048909	61.51	114048909	0	100.00	0.00

Evoting& Poll / Combined Report/PFL/2014/Page 7 of 8

Shilpa Ray & Associates, Company Secretaries



Annexure VII

Analysis of Results of Item No.6 –Special Resolution pursuant to Section 196,197,198,203 of the Companies Act ,2013 read with Schedule V of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as set out in the Notice.

Resolution - 6							
Mode of Voting: (E-voting)							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	110714	0.06	110714	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	7975814	82124	1.03	82124	0	100.00	0.00
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36836649	0	100.00	0.00
Result (A+B)	185417436	36947363	19.93	36947363	0	100.00	0.00

Evoting& Poll / Combined Report/PFL/2014/Page 8 of 8

Shilpa Ray & Associates, Company Secretaries

