

Dhirendra Maurya & Associates Company Secretaries

SCRUTINIZERS COMBINED REPORT ON E-VOTING & POLL

To the Chairman of Seventeenth Annual General Meeting of **M/s. Prime Focus Limited (CIN: L92100MH1997PLC108981)** held on Wednesday, December 24, 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.

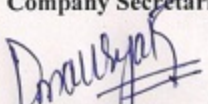
In terms of the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014, I was appointed as a scrutiniser to conduct E-voting for passing of 6 (Six) Ordinary Resolutions & 4 (Four) Special Resolutions as contained in the notice dated 14th November 2014. Subsequently, I have issued Scrutinizer's Report on December 22, 2014.

In terms of the provisions of Section 109 of the Companies Act, 2013 read with Chapter 21 of Companies (Management & Administration) Rules, 2014, I was appointed as a scrutiniser to conduct poll for passing of 6 (Six) Ordinary Resolutions & 4 (Four) Special Resolutions as contained in the notice of the meeting dated 14th November 2014.

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 & 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 Dhirendra Maurya & Associates
Company Secretaries


Dhirendra Maurya
ACS: 22005, CP: 9594



Place: Mumbai
Date: 24/12/2014

Dhirendra Maurya & Associates Company Secretaries

Annexure I

Details of the E-voting

Number of Members who participated in e-voting were 19.
6 Shareholders did not cast vote on Resolution No. 2, 4, 9 & 10.

Details of Voting during the Poll

41 Members attended meeting (40 in person and 1 through Proxy) out of which 34 members voted during the Poll.

3 ballot papers were classified as Invalid. Total Number of valid Votes casted were 36607493.

The analysis of valid votes through E-voting & Poll has been produced in **Annexure II**.



Dhirendra Maurya & Associates Company Secretaries

Annexure II

Analysis of Results of Item No. 1 to Item No. 10.

Resolution No. 1							
Nature of Resolution			Ordinary Resolution				
Subject Matter: To consider and adopt: a) the audited financial statements of the Company for the financial year (15 months) ended June 30, 2014, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statement of the Company for the financial year (15 months) ended June 30, 2014.							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public Institutional Holders	10665547	490960	4.60	490960	0	100	0.00
Public - Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	185417436	77700815	41.91	77700815	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	114308308	61.65	114308308	0	100	0



Dhirendra Maurya & Associates

Company Secretaries

Resolution No. 2							
Nature of Resolution				Ordinary Resolution			
Subject Matter: To appoint a Director in place of Mr. Naresh Malhotra (DIN: 00004597), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	0	0	0	0	0	0.00
Public Institutional Holders	10665547	490960	4.60	490960	0	100	0.00
Public - Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	185417436	599269	0.32	599269	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	37206762	20.07	37206762	0	100	0



Dhirendra Maurya & Associates Company Secretaries

Resolution No. 3							
Nature of Resolution			Ordinary Resolution				
Subject Matter: To appoint Auditors and fix their remuneration							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public Institutional Holders	10665547	490960	4.60	490960	0	100	0.00
Public - Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	185417436	77700815	41.91	77700815	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	114308308	61.65	114308308	0	100	0



Dhirendra Maurya & Associates Company Secretaries

Resolution No. 4							
Nature of Resolution				Special Resolution			
Subject Matter: To re-appoint Mr. Naresh Malhotra (DIN: 00004597) as Whole-time Director							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	0	0	0	0	0	0.00
Public Institutional Holders	10665547	490960	4.60	490960	0	100	0.00
Public - Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	185417436	599269	0.32	599269	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	37206762	20.07	37206762	0	100	0



Dhirendra Maurya & Associates Company Secretaries

Resolution No. 5							
Nature of Resolution			Ordinary Resolution				
Subject Matter: To appoint Mr. Srinivasan Kodi Raghavan (DIN: 00012449) as an Independent Director							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public Institutional Holders	10665547	490960	4.60	490960	0	100	0.00
Public - Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	185417436	77700815	41.91	77700815	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493		100	0
Result (A+B)	185417436	114308308	61.65	114308308	0	100	0



Dhirendra Maurya & Associates Company Secretaries

Resolution No. 6							
Nature of Resolution			Ordinary Resolution				
Subject Matter: To appoint Mr. Rivkaran Singh Chadha (DIN: 00308288) as an Independent Director							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public Institutional Holders	10665547	490960	4.60	490960	0	100	0.00
Public - Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	185417436	77700815	41.91	77700815	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	114308308	61.65	114308308	0	100	0



Dhirendra Maurya & Associates Company Secretaries

Resolution No. 7							
Nature of Resolution		Ordinary Resolution					
Subject Matter: To appoint Mr. Padmanabha Gopal Aiyar (DIN 02722981) as an Independent Director							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public Institutional Holders	10665547	490960	4.60	490960	0	100	0.00
Public - Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	185417436	77700815	41.91	77700815	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	114308308	61.65	114308308	0	100	0



Dhirendra Maurya & Associates Company Secretaries

Resolution No. 8							
Nature of Resolution			Special Resolution				
Subject Matter: To consider and adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public Institutional Holders	10665547	490960	4.60	490960	0	100	0.00
Public - Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	185417436	77700815	41.91	77700815	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	114308308	61.65	114308308	0	100	0



Dhirendra Maurya & Associates Company Secretaries

Resolution No. 9							
Nature of Resolution				Special Resolution			
Subject Matter: To approve transactions with related party							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	0	0	0	0	0	0.00
Public Institutional Holders	10665547	87660	0.82	87660	0	100	0.00
Public - Others	97650343	659	0.00067	659	0	100	0.00
Total (A)	185417436	88319	0.05	88319	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	36695812	19.79	36695812	0	100	0



Dhirendra Maurya & Associates Company Secretaries

Resolution No. 10							
Nature of Resolution			Special Resolution				
Subject Matter: To approve transactions with related party - pursuant to the provisions of Clause 49(VII) of the Equity Listing Agreement.							
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
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	0	0	0	0	0	0.00
Public Institutional Holders	10665547	87660	0.82	87660	0	100	0.00
Public - Others	97650343	659	0.00067	659	0	100	0.00
Total (A)	185417436	88319	0.05	88319	0	100	0.00
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	185417436	36607493	19.74	36607493	0	100	0
Result (A+B)	185417436	36695812	19.79	36695812	0	100	0

