



PRIME FOCUS
L I M I T E D

September 29, 2023

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

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

Dear Sir/Madam,

Sub: Voting Results along with Scrutinizer's Report of the 26th Annual General Meeting ("AGM") of the Members of Prime Focus Limited ("the Company") pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 44 (3) of SEBI Listing Regulations, please find enclosed herewith the details regarding the voting results in the prescribed format along with the Consolidated Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting), in respect of the 26th AGM of the members of the Company duly convened on **Friday, September 29, 2023 at 12:30 P.M. (IST)** through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") in compliance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Further, please note that all the resolutions at the AGM were passed with requisite majority.

The Voting Results along with the Scrutinizer's Report dated September 29, 2023 are also made available on the Company's website at www.primefocus.com.

Request you to take the above on your record.

Thanking you,

Yours faithfully,
For Prime Focus Limited

Parina Shah
Company Secretary & Compliance Officer
Encl.: As above



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**DETAILS OF VOTING RESULTS AT THE AGM AS PER THE FORMAT
PRESCRIBED UNDER REGULATION 44 OF SEBI (LISTING OBLIGATION AND
DISCLOSURE REQUIREMENTS), REGULATIONS, 2015**

Sr. No.	Description	Particulars
A.	Day & Date of the 26 th AGM	Friday, September 29, 2023
B.	Total No. of shareholders on cut-off Date i.e. September 22, 2023	12642
C.	No. of Shareholders present in the meeting either in person or through Proxy: i) Promoters and promoter group ii) Public	Not Applicable
D.	No. of shareholders who attended the meeting through Video Conferencing: i) Promoters and promoter group ii) Public	2 80



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AGENDA WISE DETAILS:

Resolution Required : (Ordinary)			1 - To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon. (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon.					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	209547528	135972232	64.8885	135972232	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
	Total		135972232	64.8885	135972232	0	100.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	202881778	67.7319	202878828	2950	99.9985	0.0015



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Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Namit Naresh Malhotra (DIN: 00004049) who retires by rotation and being eligible offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33524670	14692	99.9562	0.0438
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33524670	14692	99.9562	0.0438
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367249	2935	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367249	2935	99.9912	0.0088
Total		299536644	66909546	22.3377	66891919	17627	99.9737	0.0263



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Resolution Required : (Ordinary)			3 - To appoint Statutory Auditors and fix their remuneration.					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E- Voting	209547528	135972232	64.8885	135972232	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
	Total		135972232	64.8885	135972232	0	100.0000	0.0000
Public Institutions	E- Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E- Voting	56397377	33370184	59.1697	33367249	2935	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367249	2935	99.9912	0.0088
Total		299536644	202881778	67.7319	202878843	2935	99.9986	0.0014



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Resolution Required : (Special)			4 - To alter the Object Clause of 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	209547528	135972232	64.8885	135972232	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
	Total		135972232	64.8885	135972232	0	100.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	202881778	67.7319	202878828	2950	99.9985	0.0015



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Resolution Required : (Special)			5 - To approve to sell/transfer/ dispose/ Lease/ assign asset(s) of the material subsidiary (ies).					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	209547528	135972232	64.8885	135972232	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
	Total		135972232	64.8885	135972232	0	100.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33424526	114836	99.6576	0.3424
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33424526	114836	99.6576	0.3424
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	202881778	67.7319	202763992	117786	99.9419	0.0581



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Resolution Required : (Ordinary)			6 - To approve material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary 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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



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Resolution Required : (Ordinary)			7 - To approve material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	209547528	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



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Resolution Required : (Ordinary)			8 - To approve material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties 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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



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Resolution Required : (Ordinary)			9 - To approve material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties 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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



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Resolution Required : (Ordinary)			10 - To approve material related party transaction(s) between Double Negative Canada Productions Ltd., a subsidiary of the Company and certain identified Related Parties 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	209547528	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



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Resolution Required : (Ordinary)			11 - To approve material related party transaction(s) between Prime Focus World N.V., a subsidiary of the Company and certain identified Related Parties 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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33421778	117584	99.6494	0.3506
	Poll		0	0.0000	0	0	0.00	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33421778	117584	99.6494	0.3506
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66789012	120534	99.8199	0.1801



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Resolution Required : (Ordinary)			12 - To approve material related party transaction(s) between DNEG North America, Inc., a subsidiary of the Company and certain identified Related Parties 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	209547528	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



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Resolution Required : (Ordinary)			13 - To approve material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and DNEG PLC, a subsidiary 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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33539362	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
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



PRIME FOCUS LIMITED

Resolution Required : (Ordinary)			14 - To approve material related party transaction(s) between Double Negative Holdings Limited, a subsidiary of the Company and Incamera Limited, associate 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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	33591739	33539362	99.8441	33421778	117584	99.6494	0.3506
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33421778	117584	99.6494	0.3506
Public Non Institutions	E-Voting	56397377	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66789012	120534	99.8199	0.1801

For Prime Focus Limited

Parina Shah
Company Secretary & Compliance Officer

MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2nd floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.
Tel: 022- 49638648/ Email: csmehulraval@gmail.com

SCRUTINIZER'S REPORT

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 26th Annual General Meeting of Prime Focus Limited held on Friday, September 29, 2023, at 12:30 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OVAM').

I, **Mehul Raval**, Practicing Company Secretary, (Membership No.: ACS-18300 and Certificate of Practice No.: 24170) having office at Office No. 161, 2nd floor, Raghuleela Mega Mall, Kandivali West, Mumbai – 400 067 was appointed as Scrutinizer by the Board of Directors of **Prime Focus Limited** ("the Company") for the purpose of scrutinizing remote e-Voting process as well as to scrutinize the electronic voting conducted at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of the below mentioned Resolutions proposed at the 26th Annual General Meeting of the Equity Shareholders of the Company held on Friday, September 29, 2023 at 12:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the AGM through VC/OAVM till September 30, 2024. I am familiar and well versed with the concept of electronic voting system as prescribed under the prescribed rules, SEBI Circulars and MCA Circulars.

The venue for the AGM was deemed to be held at the Registered office of the Company at Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West), Mumbai- 400052. I submit my report as under:



MEHUL RAVAL

Practicing Company Secretary

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

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

1. Dispatch of Notice convening the Meeting.

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for Financial Year 2022-23 was sent on September 07, 2023 by e-mail to Shareholders who had registered their email- id's with Depositories/the Company. The Notice and Annual Report is also available on Company's website www.primefocus.com.

2. Cut-off Date

The Voting rights were reckoned as on **September 22, 2023** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

3. e-Voting

i. Agency:

The Company has appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-Voting platform.

ii. Remote-Voting:

The remote e-Voting platform was open from 09:00 A.M. (IST) on Monday, September 25, 2023 upto 5:00 P.M. (IST) on Thursday, September 28, 2023 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary & Special Resolutions, on the e-Voting platform provided by CDSL.

4. Counting Process:

- i. The vote cast under remote e-Voting facility was thereafter unblocked. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the CDSL e-Voting system.
- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted "For" or "Against" were downloaded from the e-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).
- iii. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules thereunder and Listing Regulations relating to remote e-Voting and at the Meeting on the Resolutions contained in the Notice of the AGM.



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- iv. My responsibility as scrutinizer for the remote e-Voting and the voting conducted through electronic voting at the meeting is restricted to scrutinize the E-voting process in fair and transparent manner and to prepare Scrutinizer's Report of the Votes cast on the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by the CDSL.
- v. Further, during the AGM, the facility to vote electronically was provided to facilitate those shareholders who were attending the meeting through VC/OAVM but did not participate in the Remote E-voting to record their votes.
- vi. The combined result of remote E-voting and E-voting is as under:

Resolution No. 1 - Ordinary Resolution

To receive, consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
- (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon.

- (i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
81	202878828	99.9985

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0015

- (iii) Invalid votes

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



MEHUL RAVAL

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Resolution No. 2 - Ordinary Resolution

To appoint a Director in place of Mr. Namit Naresh Malhotra (DIN: 00004049) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
79	66891919	99.9737

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
5	17627	0.0263

(iii) Invalid votes

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

Resolution No. 3 - Ordinary Resolution

To appoint Statutory Auditors and to fix their remuneration.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
82	202878843	99.9986



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(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
3	2935	0.0014

(iii) Invalid votes

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

Resolution No. 4 – Special Resolution

To alter the Object Clause of 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
81	202878828	99.9985

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0015

(iii) Invalid votes

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



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Resolution No. 5 - Special Resolution

To approve to sell/transfer/ dispose/ Lease/ assign asset(s) of the material subsidiary (ies).

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
76	202763992	99.9419

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
9	117786	0.0581

(iii) Invalid votes

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

Resolution No. 6 - Ordinary Resolution

To approve material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary 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
80	66906596	99.9956



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(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0044

(iii) Invalid votes

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

Resolution No.7 - Ordinary Resolution

To approve material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties 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
80	66906596	99.9956

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0044

(iii) Invalid votes

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



MEHUL RAVAL

Practicing Company Secretary

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Resolution No. 8 - Ordinary Resolution

To approve material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties 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
80	66906596	99.9956

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0044

(iii) Invalid votes

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

Resolution No. 9 - Ordinary Resolution

To approve material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and certain identified Related Parties 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
80	66906596	99.9956



MEHUL RAVAL

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(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0044

(iii) Invalid votes

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

Resolution No. 10 - Ordinary Resolution

To approve material related party transaction(s) between Double Negative Canada Productions Ltd., a subsidiary of the Company and certain identified Related Parties 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
80	66906596	99.9956

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0044

(iii) Invalid votes

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



MEHUL RAVAL

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Resolution No. 11 - Ordinary Resolution

To approve material related party transaction(s) between Prime Focus World N.V., a subsidiary of the Company and certain identified Related Parties 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
74	66789012	99.8199

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
10	120534	0.1801

(iii) Invalid votes

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

Resolution No. 12 - Ordinary Resolution

To approve material related party transaction(s) between DNEG North America, Inc., a subsidiary of the Company and certain identified Related Parties 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
80	66906596	99.9956



MEHUL RAVAL

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(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0044

(iii) Invalid votes

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

Resolution No. 13 - Ordinary Resolution

To approve material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and DNEG PLC, a subsidiary 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
80	66906596	99.9956

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	2950	0.0044

(iii) Invalid votes

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



MEHUL RAVAL

Practicing Company Secretary

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Resolution No. 14 - Ordinary Resolution

To approve material related party transaction(s) between Double Negative Holdings Limited, a subsidiary of the Company and Incamera Limited, associate 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
74	66789012	99.8199

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
10	120534	0.1801

(iii) Invalid votes

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

The final analysis of the e-voting is annexed herewith as **Annexure 'A'**. All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

CS Mehul Raval

Practicing Company Secretary

ACS: 18300

COP: 24170

UDIN: A018300E001129982

Place: Mumbai

Date: September 29, 2023

Parina Shah



Parina Shah

Company Secretary & Compliance Officer

MEHUL RAVAL

Practicing Company Secretary

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

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

Annexure A

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon. (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon.	Ordinary Resolution	99.9985	0.0015
2.	To appoint a Director in place of Mr. Namit Naresh Malhotra (DIN: 00004049) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	99.9737	0.0263
3.	To appoint Statutory Auditors and to fix their remuneration.	Ordinary Resolution	99.9986	0.0014
4.	To alter the Object Clause of the Memorandum of Association of the Company.	Special Resolution	99.9985	0.0015
5.	To approve to sell/transfer/ dispose/ Lease/ assign asset(s) of the material subsidiary (ies).	Special Resolution	99.9419	0.0581
6.	To approve material related party transaction(s) between the Company and DNEG India Media Services Limited, a subsidiary of the Company.	Ordinary Resolution	99.9956	0.0044
7.	To approve material related party transaction(s) between DNEG India Media Services Limited, a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.9956	0.0044
8.	To approve material related party transaction(s) between Double Negative Montréal Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.9956	0.0044
9.	To approve material related party transaction(s) between Double Negative Limited, a subsidiary of the Company and	Ordinary Resolution	99.9956	0.0044



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	certain identified Related Parties of the Company.			
10.	To approve material related party transaction(s) between Double Negative Canada Productions Ltd., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.9956	0.0044
11.	To approve material related party transaction(s) between Prime Focus World N.V., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.8199	0.1801
12.	To approve material related party transaction(s) between DNEG North America, Inc., a subsidiary of the Company and certain identified Related Parties of the Company.	Ordinary Resolution	99.9956	0.0044
13.	To approve material related party transaction(s) between Double Negative Films Limited, a subsidiary of the Company and DNEG PLC, a subsidiary of the Company.	Ordinary Resolution	99.9956	0.0044
14.	To approve material related party transaction(s) between Double Negative Holdings Limited, a subsidiary of the Company and Incamera Limited, associate of the Company.	Ordinary Resolution	99.8199	0.1801

