

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

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")

To.

BSE Limited

Dalal Street,

Listing Department,

Mumbai - 400 001

Phiroze Jeejebhoy Towers,

Fax Nos.:22723121/2037/2039

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



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



AGENDA WISE DETAILS:

			1 - To receive, cor	sider and adopt:						
			AND THE PROPERTY OF THE PROPER							
				andalone Financial S r with the Reports of				ear ended March		
			31, 2023, togethe	r with the Reports of	the Board of D	irectors ar	d Auditors thereon.			
			(b) the Audited Co	onsolidated Financial	Statements of	the Compa	any for the Financial	Year ended March		
			31, 2023 and the I	Report of Auditors th	ereon.					
Resolution R	•									
are intereste	and the second section	romoter group								
agenda/reso			No							
Category	Mode			E. 42	Sa (9	,		
of Voting										
	Voting									
				% of Votes Polled	No. of	No. of	% of Votes in	% of Votes		
		No. of shares	No. of votes	on outstanding	Votes – in	Votes -	favour on votes	against on votes		
		held	polled	shares	favour	Against	polled	polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	E-									
Promoter	Voting		135972232	64.8885	135972232	0	100.0000	0.0000		
and	Poll	209547528	0	0.0000	0	0	0.0000	0.0000		
Promoter	Postal		_							
Group	Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total E-		135972232	64.8885	135972232	0	100.0000	0.0000		
	Voting		33539362	99.8441	33539362	0	100.0000	0.0000		
Public	Poll		0	0.0000	0	0	0.0000	0.0000		
Institutions	Postal	33591739			25					
	Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		33539362	99.8441	33539362	0	100.0000	0.0000		
	E-									
	Voting		33370184	59.1697	33367234	2950	99.9912	0.0088		
Public Non	Poll	56397377	0	0.0000	0	0	0.0000	0.0000		
Institutions	Postal			0.0000		_	0.0000	0.0000		
	Ballot Total		33370184	0.0000 59.1697	33367234	2950	0.0000 99.9912	0.0000		
Total	TOTAL	299536644	202881778	67.7319	202878828	2950	99.9912	0.0088		
iotai		29930044	202881778	67.7319	2020/8828	2950	99.9985	0.0015		



2 - To appoint a Director in place of Mr. Namit Naresh Malhotra (DIN: 00004049) who retires by rotation Resolution Required: (Ordinary) and being eligible offers himself for re-appointment. Whether promoter/ promoter group are interested in the agenda/resolution? Yes Category Mode of Voting % of Votes in No. of No. of No. of No. of shares votes % of Votes Polled on Votes - in Votes favour on votes % of Votes against held polled outstanding shares on votes polled favour Against polled [3]={[2]/[1]}*100 [7]={[5]/[2]}*100 [1] [2] [6]={[4]/[2]}*100 [4] [5] E-0 0 0 Voting 0.0000 0.0000 0.0000 Promoter Poll 0 0.0000 0 0 0.0000 0.0000 and 209547528 Promoter Postal Group Ballot 0 0.0000 0 0 0.0000 0.0000 Total 0 0.0000 0 0 0.0000 0.0000 Voting 33539362 99.8441 33524670 14692 99.9562 0.0438 Poll 0.0000 0 0.0000 0.0000 0 0 Public 33591739 Institutions Postal Ballot 0.0000 0 0.0000 0.0000 Total 33539362 99.8441 33524670 14692 99.9562 0.0438 Voting 33370184 59.1697 33367249 2935 99.9912 0.0088 Poll 0 0.0000 0 0 0.0000 0.0000 Public Non 56397377 Institutions 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



			Ì					
Resolution Re			3 - To appoint Statu	itory Auditors and fix t	heir remunera	tion.		
Whether pror	2000 CO. C.	noter group						
agenda/resol			No					
Category	Mode							
	of							
	Voting							
				% of Votes Polled	No. of	No. of	% of Votes in	10 1400
		No. of shares held	No. of votes polled	on outstanding shares	Votes – in favour	Votes – Against	favour on votes polled	% of Votes against on votes polled
	20	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-	and the	,	33-1-3-1-5-1-5-1-5-1-5-1-5-1-5-1-5-1-5-1	SOUTH		- The same of the	and the second second second second
Promoter	Voting		135972232	64.8885	135972232	0	100.0000	0.0000
and	Poll	200547520	0	0.0000	0	0	0.0000	0.0000
Promoter	Postal	209547528						
Group	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		135972232	64.8885	135972232	0	100.0000	0.0000
	E-		33539362	99.8441	33539362	0	100.0000	0.0000
	Voting		1 100 C 10 C 10 C 10 C 10 C 10 C 10 C 1	100000000000000000000000000000000000000				
Public	Poll	33591739	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot		0	0.0000	0	o	0.0000	0.0000
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
	E-		33333302	33.0441	33333302	U	100.0000	0.0000
	Voting		33370184	59.1697	33367249	2935	99.9912	0.0088
Public Non	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal	56397377						
	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



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 % of % of Votes Votes Polled on No. of against No. of shares No. of votes outstanding No. of Votes -Votes -% of Votes in favour on votes in favour held polled shares on votes polled Against polled [3]={[2]/[1]}*1 [6]={[4]/[2]}*100 [1] [2] [4] [5] [7]={[5]/[00 2]}*100 E-Voting 135972232 64.8885 135972232 0 100.0000 0.0000 Promoter Poll 0 0.0000 0 0 0.0000 0.0000 and 209547528 Promoter Group 0 0.0000 0 0 0.0000 0.0000 Postal Ballot 135972232 64.8885 135972232 0 100.0000 0.0000 **Total** E-Voting 33539362 99.8441 33539362 0 100.0000 0.0000 Poll 0 0.0000 0 0 0.0000 0.0000 Public 33591739 Institutions Postal Ballot 0 0.0000 0 0 0.0000 0.0000 33539362 Total 99.8441 33539362 0 100.0000 0.0000 33370184 59.1697 99.9912 0.0088 E-Voting 33367234 2950 Poll 0 0.0000 0 0 0.0000 0.0000 **Public Non** 56397377 Institutions 0.0000 0.0000 0.0000 Postal Ballot 0 0 0 33370184 33367234 Total 59.1697 2950 99.9912 0.0088 Total 299536644 202881778 67.7319 202878828 2950 99.9985 0.0015



L I IVI I	T E U							
Resolution Re	equired : (Special)	5 - To approve to se	ll/transfer/ dispos	e/ Lease/ assign a	sset(s) of the	material subsidiary (ies).
interested in	moter/ promoter the agenda/reso		No	,	ř	6 9		r
Category	Mode of Voting							% of
		No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*1 00	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	Votes against on votes polled [7]={[5]/[2]}*100
,	E-Voting		135972232	64.8885	135972232	0	100.0000	0.0000
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	209547528	0	0.0000	0	0	0.0000	0.0000
	Total		135972232	64.8885	135972232	0	100.0000	0.0000
	E-Voting		33539362	99.8441	33424526	114836	99.6576	0.3424
Public	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	33591739	0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33424526	114836	99.6576	0.3424
	E-Voting		33370184	59.1697	33367234	2950	99.9912	0.0088
Public Non	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	56397377	33370184	0.0000 59.1697	0 33367234	0 2950	0.0000	0.0000
Total	Total	299536644	202881778	67.7319	202763992	117786	99.9419	0.0581



1.00	equired : (Ordina		6 - To approve mate Services Limited, a			veen the Con	npany and DNEG India N	⁄ledia
	moter/ promoter the agenda/resol		No					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*1	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]/
		[1]	[2]	[3]={[2]/[1]}*1	[4]	[5]	[6]={[4]/[2]}*100	[2]}*100
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	209547528	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting Poll		33539362	99.8441 0.0000	33539362 0	0	100.0000	0.0000
Public Institutions	Postal Ballot	33591739	0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
	E-Voting		33370184	59.1697	33367234	2950	99.9912	0.0088
Public Non	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	56397377	0 33370184	0.0000 59.1697	0 33367234	0 2950	0.0000 99.9912	0.0000
Total	507/855///	299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



Resolution R	equired : (Ordina	ry)	7 - To approve mate subsidiary of the Co				ndia Media Services Lim he Company.	ited, a
	moter/ promoter the agenda/reso	(1) 10 10 10 10 10 10 10 10 10 10 10 10 10	No					
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against on votes
		held	polled	shares	in favour	Against	on votes polled	polled
		[1]	[2]	[3]={[2]/[1]}*1 00	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/ [2]}*100
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter	Postal Ballot	209547528	0	0.0000	0	0	0.0000	0.0000
Group	Total	3	0	0.0000	0	0	0.0000	0.0000
	E-Voting	-	33539362	99.8441	33539362	0	100.0000	0.0000
	Poll	3	0	0.0000	0	0	0.0000	0.0000
Public	1011	33591739		0.0000			0.000	0.000
Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
	E-Voting		33370184	59.1697	33367234	2950	99.9912	0.0088
Dublic No.	Poll	3	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		56397377						
	Postal Ballot	1	0	0.0000	0	0	0.0000	0.0000
	Total	15	33370184	59.1697	33367234	2950	99.9912	0.0088
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



LIMITED

	moter/ p	romoter group are	subsidiary of the Con		nsaction(s) between Do entified Related Partie			ctions Ltd., a
interested in Category	Mode of Voting	No. of shares held	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
	E- Voting		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter	Poll	209547528	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
	E- Voting	5	33539362	99.8441	33539362	0	100.0000	0.0000
Public	Poll	22501720	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	33591739	0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
	E- Voting		33370184	59.1697	33367234	2950	99.9912	0.0088
Public Non	Poll	56207277	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	56397377	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



Resolution Re	equired : (Ordina	ry)	9 - To approve mate the Company and c	PR : 1 10 10 10 10 10 10 10 10 10 10 10 10 1	· 하지 않는 사람들은 사람들은 아이를 보라 하는 사람들은 사람들이 되었다.		Negative Limited, a sub	sidiary of
	moter/ promoter the agenda/reso Mode of		No					
	Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*1 00	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
	E-Voting	3	0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll	. X	0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	209547528	0	0.0000	0	0	0.0000	0.0000
	Total	E	0	0.0000	0	0	0.0000	0.0000
	E-Voting	- 13	33539362	99.8441	33539362	0	100.0000	0.0000
Public Institutions	Poll Postal Ballot	33591739	0	0.0000	0	0	0.0000	0.0000
	Total	- 8	33539362	99.8441	33539362	0	100.0000	0.0000
	E-Voting	- (A	33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll	×	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot	56397377	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



Resolution Re	quired : (Ordina	ry)					e Negative Canada Prod es of the Company.	uctions
	moter/ promoter the agenda/reso		No					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*1	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]/
				00				[2]}*100
Promoter	E-Voting	3	0	0.0000	0	0	0.0000	0.0000
and Promoter	Poll	209547528	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	3	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting	3	33539362	99.8441	33539362	0	100.0000	0.0000
Public Institutions	Poll	33591739	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	į.	0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
	E-Voting		33370184	59.1697	33367234	2950	99.9912	0.0088
Public Non	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	56397377	33370184	0.0000 59.1697	0 33367234	0 2950	0.0000	0.0000
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



	noter/ promoter he agenda/resol Mode of Voting							
Category			No					
		No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*1	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]/
		(-)	(=)	00		[0]	[6] [[1],[2], 200	[2]}*100
	E-Voting	3	0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter	Poll	209547528	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	22	0	0.0000	0	0	0.0000	0.0000
	E-Voting	1	33539362	99.8441	33421778	117584	99.6494	0.3506
5.11	Poll		0	0.0000	0	0	0.00	0.0000
Public Institutions	Postal Ballot	33591739	0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33421778	117584	99.6494	0.3506
	E-Voting		33370184	59.1697	33367234	2950	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot	56397377	33370184	0.0000	0 33367234	0	0.0000 99.9912	0.0000
Total	TOTAL	299536644	66909546	59.1697 22.3377	66789012	2950 120534	99.9912	0.0088



Resolution R	equired : (Ordina	ry)	12 - To approve ma of the Company and				North America, Inc., a s y.	ubsidiary
The state of the s	moter/ promoter the agenda/reso		No					
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against on votes
		held [1]	polled [2]	shares [3]={[2]/[1]}*1	in favour [4]	Against [5]	on votes polled [6]={[4]/[2]}*100	polled [7]={[5]/
		[+]	[2]	00	[4]	[5]	[0]=\[4]/[2]/ 100	[2]}*100
	E-Voting	3	0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll	s	0	0.0000	0	0	0.0000	0.0000
Promoter		209547528						
Group	Postal Ballot	4	0	0.0000	0	0	0.0000	0.0000
	Total	2	0	0.0000	0	0	0.0000	0.0000
	E-Voting		33539362	99.8441	33539362	0	100.0000	0.0000
Public	Poll		0	0.0000	0	0	0.0000	0.0000
Institutions		33591739						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
	E-Voting		33370184	59.1697	33367234	2950	99.9912	0.0088
Dublia Na-	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		56397377						
	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



Resolution Re	equired : (Ordina	ry)	13 - To approve ma subsidiary of the Co				e Negative Films Limited ny.	i, a
70	moter/ promoter the agenda/reso Mode of	(-77)	No					T
	Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*1 00	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
	E-Voting	2	0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll	1	0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	209547528	0	0.0000	0	0	0.0000	0.0000
	Total E-Voting		33539362	99.8441	33539362	0	100.0000	0.0000
	Poll	-	0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	33591739	0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33539362	0	100.0000	0.0000
	E-Voting	F6307277	33370184	59.1697	33367234	2950	99.9912	0.0088
Public Non	Poll	56397377	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot		33370184	0.0000 59.1697	33367234	0 2950	0.0000 99.9912	0.0000
Total		299536644	66909546	22.3377	66906596	2950	99.9956	0.0044



Resolution R	equired : (Ordina	ry)	14 - To approve ma subsidiary of the Co				e Negative Holdings Lim empany:	ited, a
	moter/ promoter the agenda/reso		No		7	· · · · · · · · · · · · · · · · · · ·	21	
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against on votes
		held [1]	polled [2]	shares [3]={[2]/[1]}*1 00	in favour [4]	Against [5]	on votes polled [6]={[4]/[2]}*100	polled [7]={[5]/ [2]}*100
	E-Voting	3	0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter	Poll	209547528	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	fs.	0	0.0000	0	0	0.0000	0.0000
	E-Voting	a	33539362	99.8441	33421778	117584	99.6494	0.3506
Public Institutions	Poll	33591739	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	į.	0	0.0000	0	0	0.0000	0.0000
	Total		33539362	99.8441	33421778	117584	99.6494	0.3506
	E-Voting		33370184	59.1697	33367234	2950	99.9912	0.0088
Public Non Institutions	Poll	56397377	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	2	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

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:

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:

- 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.

Practicing Company Secretary

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

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

(ii) Voted against the resolution:

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

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			(Shares)				vo	tes	cast		
Nil			Nil				Ni	1			



Practicing Company Secretary

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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	Number of valid votes	% of total number of
voted			cast (Shares)	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	Number of	votes	cast	%	of	total	number	of
voted			(Shares)			vo	tes	cast		
Nil			Nil			Ni	1			

Resolution No. 3 - Ordinary Resolution

To appoint Statutory Auditors and to fix their remuneration.

(i) Voted in favour of the Resolution:

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



Practicing Company Secretary

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(ii) Voted against the resolution:

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

(iii) Invalid votes

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			(Shares)				vo	tes	cast		
Nil			Nil				Ni	1			

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

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

(ii) Voted against the resolution:

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

(iii) Invalid votes

Number	of	members	Number of	f votes	cast	%	of	total	number	of
voted			(Shares)			vo	tes	cast		
Nil			Nil			Ni	1			

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 valid votes	% of total number of
cast (Shares)	valid votes cast
66906596	99.9956
	cast (Shares)



Practicing Company Secretary

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(ii) Voted against the resolution:

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

(iii) Invalid votes

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			(Shares)				vo	tes	cast		
Nil			Nil				Ni	1			

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	Number of valid votes	% of total number of
voted			cast (Shares)	valid votes cast
80			66906596	99.9956

(ii) Voted against the resolution:

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

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



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	Number of valid votes	% of total number of
voted			cast (Shares)	valid votes cast
80			66906596	99.9956

(ii) Voted against the resolution:

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

(iii) Invalid votes

Number	of	members	Number of ve	otes cast	% of tota	l number	of
voted			(Shares)		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 men	nbers Number of valid votes	% of total number of
voted	cast (Shares)	valid votes cast
80	66906596	99.9956



Practicing Company Secretary

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(ii) Voted against the resolution:

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

(iii) Invalid votes

Number	of	members	Number	of vote	cast	%	of	total	number	of
voted			(Shares)			vo	tes	cast		
Nil			Nil			Ni	1			

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	Number of valid votes	% of total number of
voted	cast (Shares)	valid votes cast
80	66906596	99.9956

(ii) Voted against the resolution:

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

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



Practicing Company Secretary

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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	Number of valid votes	% of total number of
voted			cast (Shares)	valid votes cast
74			66789012	99.8199

(ii) Voted against the resolution:

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

(iii) Invalid votes

Number	of	members	Number of v	votes cas	%	of	total	number	of
voted			(Shares)		vo	tes	cast		
Nil			Nil		Ni	1			

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 member	s Number of valid votes	% of total number of
voted	cast (Shares)	valid votes cast
80	66906596	99.9956



Practicing Company Secretary

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

(ii) Voted against the resolution:

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

(iii) Invalid votes

Number	of	members	Number of votes cast	% of total number of
voted			(Shares)	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	Number of valid votes	% of total number of
voted			cast (Shares)	valid votes cast
80			66906596	99.9956

(ii) Voted against the resolution:

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

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



Practicing Company Secretary

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

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	Number of valid votes	% of total number of
voted			cast (Shares)	valid votes cast
74			66789012	99.8199

(ii) Voted against the resolution:

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

(iii) Invalid votes

Number	of	members	Number of	votes	cast	%	of	total	number	of
voted			(Shares)			vo	tes	cast		
Nil			Nil			Ni	1			

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

Company Secretary & Compliance Officer

A.

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.	RESOLUTION	TYPE OF	FAVOUR	AGAINST
NO.	(%)	RESOLUTION	(%)	(%)
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.	Ordinary Resolution	99.9985	0.0015
	(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon.			
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

Practicing Company Secretary

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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

