



PRIME FOCUS
L I M I T E D

July 26, 2025

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

Sub: Voting Results of the Extra-Ordinary General Meeting (“EOGM”) of Prime Focus Limited (the “Company”), in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) along with the Scrutinizer’s Report.

Dear Sir/Madam,

Pursuant to 44(3) of the 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 EOGM of the Members of the Company duly convened on Saturday, July 26, 2025 at 11:30 A.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 EOGM were passed with requisite majority.

The Voting Results along with the Scrutinizer’s Report dated July 26, 2025 are also made available on the website of the Company: www.primefocus.com and on the website of Central Depository Services (India) Limited: www.evotingindia.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.: a/a



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

Sr. No.	Description	Particulars
1	Day & Date of the EOGM	Saturday, July 26, 2025
2	Total No. of shareholders on cut-off Date i.e. July 19, 2025	16,891
3	No. of shareholders present in the meeting either in person or through proxy: i) Promoter and Promoter Group ii) Public	Not Applicable
4	No. of shareholders who attended the meeting through Video Conference: i) Promoters and Promoter Group ii) Public	3 75



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AGENDA WISE DETAILS:

Resolution Required :Special			1 - Issue of Equity Shares on Preferential Basis for cash and consideration other than cash (swap of securities)					
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	209547528	100.0000	209547528	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		209547528	100.0000	209547528	0	100.0000	0.0000
Public Institutions	E-Voting	32222812	30383479	94.2918	30383479	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		30383479	94.2918	30383479	0	100.0000	0.0000
Public Non Institutions	E-Voting	68166636	43972998	64.5081	43971708	1290	99.9971	0.0029
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43972998	64.5081	43971708	1290	99.9971	0.0029
Total		309936976	283904005	91.6006	283902715	1290	99.9995	0.0005



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Resolution Required :Special			2 - Approval of Special Rights proposed to be granted and Alteration of Articles of Association by inserting Part IV in the existing Articles of Association					
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	209547528	100.0000	209547528	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		209547528	100.0000	209547528	0	100.0000	0.0000
Public Institutions	E-Voting	32222812	30383479	94.2918	30383479	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		30383479	94.2918	30383479	0	100.0000	0.0000
Public Non Institutions	E-Voting	68166636	43972998	64.5081	43971706	1292	99.9971	0.0029
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43972998	64.5081	43971706	1292	99.9971	0.0029
Total		309936976	283904005	91.6006	283902713	1292	99.9995	0.0005



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Resolution Required :Ordinary			3 - Material Related Party Transaction(s) between PF World Limited, a subsidiary of the Company and A2R Holdings ,an entity forming part of the promoter group of the Company					
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	32222812	30383479	94.2918	30383479	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		30383479	94.2918	30383479	0	100.0000	0.0000
Public Non Institutions	E-Voting	68166636	39202998	57.5105	39201708	1290	99.9967	0.0033
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39202998	57.5105	39201708	1290	99.9967	0.0033
Total		309936976	69586477	22.4518	69585187	1290	99.9981	0.0019



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Resolution Required :Special			4 - Approval for enhancing of limits for investments, extending loans and giving guarantee or providing security under Section 186 of the Companies Act, 2013					
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	209547528	100.0000	209547528	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		209547528	100.0000	209547528	0	100.0000	0.0000
Public Institutions	E-Voting	32222812	30383479	94.2918	30267261	116218	99.6175	0.3825
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30383479	94.2918	30267261	116218	99.6175	0.3825
Public Non Institutions	E-Voting	68166636	43972998	64.5081	43971715	1283	99.9971	0.0029
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43972998	64.5081	43971715	1283	99.9971	0.0029
Total		309936976	283904005	91.6006	283786504	117501	99.9586	0.0414

MEHUL RAVAL

Practicing Company Secretary

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

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

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

Dear Sir,

Sub.: Prime Focus Limited - Scrutinizer's Report (e-voting) Results.

The Board of Directors of Prime Focus Limited (hereinafter referred to as "**the Company**") through Board resolution passed on July 03, 2025, had appointed me as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner in the matter of resolutions proposed in the Notice of the Extra Ordinary General Meeting dated July 03, 2025.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "**Act**") read with the relevant Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time and the Secretarial Standard on the General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, the Company has provided remote e-voting facility to its Members for voting on the resolutions contained in the Notice of the Extra Ordinary General Meeting.

The Company has made an arrangement with Central Depository Services (India) Ltd ("**CDSL**") for facilitating e-voting for the Members to enable them to cast their votes electronically.

Considering the General Circulars issued by Ministry of Corporate Affairs ('MCA') specifically, General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and No.9/2024 dated September 19, 2024 (**collectively referred to as 'MCA Circulars'**) the Company had sent the Notice of the Extra Ordinary General Meeting pursuant to Section 110 of the Act along with draft of the Resolutions and Explanatory Statement as required under section 102 of the Act only in electronic form to all its members who had registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants and whose names appeared in the Register of Members and as beneficial owners in the records of Depositories as on the cut-off date i.e. **July 19, 2025**. Hard copy of the Notice of the Extra Ordinary General Meeting have not been sent to the Members. The communication of the assent or dissent of the Members were sought through the e-voting system only.

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MEHUL RAVAL

Practicing Company Secretary

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

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The Notice of the Extra Ordinary General Meeting was uploaded on the Company's website www.primefocus.com and on the website of Stock Exchanges www.bseindia.com and www.nseindia.com and on website of CDSL i.e. www.evotingindia.com.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and Listing Regulations relating to the items being placed for approval of the Members through Extra Ordinary General Meeting held on July 26, 2025 by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice of the Extra Ordinary General Meeting, based on the reports generated from the e-voting system provided by CDSL.

The item for which approval of the Members of the Company was sought as stated in the Notice of the Extra Ordinary General Meeting is mentioned hereunder: -

Sr. No	Description of the Resolution	Type of Resolution
1.	Issue of Equity Shares on Preferential Basis for cash as well as for consideration other than cash (swap of securities).	Special Resolution
2.	Approval of Special Rights proposed to be granted and Alteration of Articles of Association by inserting Part IV in the existing Articles of Association	Special Resolution
3.	Approval for material related party transaction(s) between PF World Limited, a subsidiary of the Company and A2R Holdings, an entity forming part of the promoter group of the Company.	Ordinary Resolution
4.	Approval for enhancing of limits for investments, extending loans and giving guarantee or providing security under Section 186 of the Companies Act, 2013	Special Resolution

In connection with the above referred matters, I hereby submit my report as under:

- 1) In terms of aforesaid MCA Circulars, the Members of the Company holding shares as on July 19, 2025 ("**cut- off date**") had an option to vote through the e-voting facility only as per MCA Circulars. The Company has also provided option for e-voting to those shareholders, who held shares in Physical form.
- 2) The Company had completed the dispatch of Notice of the Extra Ordinary General Meeting and Corrigendum to the Notice of the Extra Ordinary General Meeting by email on July 04, 2025 and July 21, 2025 respectively, to all the members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the close of business hours on cut-off date.

MEHUL RAVAL

Practicing Company Secretary

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- 3) The Company had published an advertisement on July 05, 2025, regarding completion of dispatch of Extra Ordinary General Meeting (EGM) Notice to eligible members in "Pudhari", Marathi Newspaper (Regional Language) and "Business Standard", English Newspaper.
 - 4) The voting period for remote e-voting on Extra Ordinary General Meeting commenced on **Wednesday, July 23, 2025, at 09:00 a.m. (IST) and ended on Friday, July 25, 2025, at 05:00 p.m. (IST)** and the CDSL e-voting module was disabled thereafter. CDSL e-voting platform was re-opened during the EGM for those members who had not cast their votes on the resolutions as contained in the Notice through remote e-voting and kept open for 15 minutes after the EGM.
 - 5) The particulars of remote e-voting report generated from electronic registry of CDSL e-voting system have been entered in a separate Register maintained for this purpose.
 - 6) Remote e-voting cast up to the close of working hours i.e., 05:00 P.M. on Friday, July 25, 2025, i.e., the last date and time fixed by the Company and e-voting during the EGM, have been considered for the purpose of this report.
 - 7) As on the cut-off date, the paid-up capital of the Company was Rs. 30,99,36,976/- (Rupees Thirty Crore Ninety Nine Lakhs Thirty Six Thousand Nine Hundred Seventy Six only) divided into 30,99,36,976 equity shares of Re.1/- each.
 - 8) The result of the remote e-voting is as under:

ITEM NO. 1- SPECIAL RESOLUTION:

1. Issue of Equity Shares on Preferential Basis for cash as well as for consideration other than cash (swap of securities).

- (i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
99	28,39,02,715	99.99%

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
7	1,290	0.01%

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(iii)

Invalid votes

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

ITEM NO. 2- SPECIAL RESOLUTION:

2. Approval of Special Rights proposed to be granted and Alteration of Articles of Association by inserting Part IV in the existing Articles of Association.

(i)

Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
98	28,39,02,713	99.99%

(ii)

Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
8	1,292	0.01%

(iii)

Invalid votes

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

ITEM NO. 3- ORDINARY RESOLUTION:

3. Approval for material related party transaction(s) between PF World Limited, a subsidiary of the Company and A2R Holdings, an entity forming part of the promoter group of the Company.

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

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
93	6,95,85,187	99.99%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
7	1,290	0.01%

(iii) Invalid votes

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

ITEM NO. 4- SPECIAL RESOLUTION:

4. Approval for enhancing of limits for investments, extending loans and giving guarantee or providing security under Section 186 of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
96	28,37,86,504	99.96%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
10	1,17,501	0.04%

(iii) Invalid votes

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

MEHUL RAVAL

Practicing Company Secretary

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- 9) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date.
 - 10) Votes cast in favour or against is calculated based on the valid votes casted through e-voting.
 - 11) Detailed summary of Result with assent/dissent for the resolutions is attached with this Report as Annexure – A.
 - 12) Based on the aforesaid results, I report that the resolutions mentioned in the Notice of the Extra Ordinary General Meeting passed with the requisite majority on Saturday, July 26, 2025. I request the Company, to announce the voting result of Extra Ordinary General Meeting.

Thanking You,

Yours Faithfully,

MEHUL

JAYANT RAVAL

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CS Mehul Raval

Practicing Company Secretary

ACS: 18300

COP: 24170

UDIN: A018300G000870558

Place: Mumbai

Date: July 26, 2025

Parina Shah

Company Secretary

ACS: 18061

MEHUL RAVAL

Practicing Company Secretary

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

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

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Annexure A

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	Issue of Equity Shares on Preferential Basis for cash as well as for consideration other than cash (swap of securities).	Special Resolution	99.99%	0.01%
2.	Approval of Special Rights proposed to be granted and Alteration of Articles of Association by inserting Part IV in the existing Articles of Association	Special Resolution	99.99%	0.01%
3.	Approval for material related party transaction(s) between PF World Limited, a subsidiary of the Company and A2R Holdings, an entity forming part of the promoter group of the Company.	Ordinary Resolution	99.99%	0.01%
4.	Approval for enhancing of limits for investments, extending loans and giving guarantee or providing security under Section 186 of the Companies Act, 2013	Special Resolution	99.96%	0.04%

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