Dhirendra R. Maurya
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Dhirendra Maurya & Associates
Company Secretaries

SCRUTINIZERS COMBINED REPORT ON E-VOTING & POLL

To the Chairman of Extra-Ordinary General Meeting of **M/s. Prime Focus Limited (CIN:** L92100MH1997PLC108981) held on Wednesday, January 28, 2015 at 10.00 a.m. at 9th Floor, 'True North', Plot No. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 400 093.

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014. I was appointed as a scrutinizer to conduct E-voting for passing of 1 (One) Special Resolution as contained in the Notice to the Meeting dated 29th December 2014..

In terms of the provisions of Section 109 of the Companies Act, 2013 read with Chapter 21 of Companies (Management & Administration) Rules, 2014, I was appointed as a scrutinizer to conduct poll for passing of 1 (One) Special Resolution as contained in the Notice to the Meeting dated 29th December 2014.

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

As requested by management, I have annexed Combined Report, on the results of E-Voting and Poll.

For Dhirendra Maurya & Associates
Company Secretaries

DHIRENDRA MAURYA & ASSOCIATES ACS:22005, CP:9594 COMPANY SECRETARIES

Dhirendra Maurya
ACS: 22005, CP: 9594

Place: Mumbai
Date: 28/01/2015

CERTIFIED TRUE COPY
For Prime Focus Ltd.
Company Secretary

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Annexure I

Details of the E-voting

Number of Members who participated in e-voting were 6 (Six).

Details of Voting during the Poll

58 Members attended meeting (58 in person and Nil through Proxy) out of which 56 members voted during the Poll.

11 ballot papers were classified as Invalid. Total Number of valid Votes casted were 55003.

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

DHIRENDRA MAURYA & ASSOCIATES ★ COMPANY SECRETARIES ★ ACS:22005, CP:9594

CERTIFIED TRUE COPY
For **Prime Focus Ltd.**
Company Secretary

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Annexure II
Analysis of Results of Item No. 1.

Resolution No. 1	
Nature of Resolution	**Special Resolution**

Subject Matter: To consider and adopt:
Item No. 1: Preferential Issue of Equity Shares:

a) up to 23,076,923 Equity Shares of a face value of Re.1/- each to Monsoon Studio Private Limited **("Promoter Subscription Shares")**, a company wholly owned by Mr. Namit Malhotra and Mr. Naresh Malhotra, Promoters of the Company at a minimum price of Rs. 52/- (including a premium of Rs.51/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations **("Promoter Issue Price")** payable in cash;

b) up to 23,076,923 Equity Shares of a face value of Re.1/- each to Reliance MediaWorks Limited **("First RML Subscription Shares")**, a Non-Promoter, at a minimum price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations**("First RML Subscription Shares Price")** in cash; and

c) up to 67,307,692 Equity Shares of a face value of Re.1/- each to Reliance MediaWorks Limited **("Second RML Subscription Shares")**, a Non-Promoter, at a minimum price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations**("Second RML Subscription Shares Price")**, towards the transfer of its Film and Media Services business **("F&M Business")** to the Company for a net consideration of Rs. 350,00,00,000 (Rupees Three Hundred and Fifty Crores only) ("Net Consideration of F&M Business").

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on Votes polled (7) = [(5)/(2)]*100
Mode of Voting: E-Voting							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	103360	0.16	103360	0	100	0
Total (A)	**185417436**	**103360**	**0.06**	**103360**	**0**	**100**	**0.00**
Mode of Voting: Poll							
Promoter & Promoter Group	77101546	0	0	0	0	0	0
Public Institutional Holders	10665547	0	0	0	0	0	0
Public - Others	97650343	55025	0.05	55003	0	99.96	0
Total (B)	**185417436**	**55025**	**0.03**	**55003**	**0**	**99.96**	**0**
Result (A+B)	**185417436**	**158385**	**0.09**	**158363**	**0**	**99.96**	**0**

DHIRENDRA MAURYA & ASSOCIATES ★ ACS:22005, CP:8594 ★ COMPANY SECRETARIES

CERTIFIED TRUE COPY
For Prime Focus Ltd.

Company Secretary