



PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Linking Road, Opp. Citi Bank, Khar West, Mumbai – 400 052

Phone: [022-67155000] Fax: [022-67155001] Website: [www.primefocusltd.com]

Email Id.: ir.india@primefocusworld.com

Corporate Identity Number (CIN): L92100MH1997PLC108981

RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)

The Board of Directors of Prime Focus Limited ("the Company") had in its Meeting held on August 01, 2014, decided to seek approval of the Members vide Postal Ballot, pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for matters stated in the Notice of Postal Ballot dated August 01, 2014 read with the Explanatory Statement attached thereto.

The Company had offered e-voting facility through CDSL to all the Members of the Company in compliance with the aforesaid provisions of the Companies Act, 2013 and Clause 35B of the revised listing agreement to enable them to cast their vote electronically.

Based on the report of the Scrutinizer, the results of Postal Ballot are declared as under:

Item No. 1

Details of Agenda	Authorization to the Board of Directors to borrow moneys on behalf of the Company
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-voting

Voting results:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes- in favour	No. of votes- again st	% 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	77,101,546	77,101,546	100.000	77,101,546	0	100.000	0.000
Public institutional holders	8,359,775	3,856,084	46.127	3,856,084	0	100.000	0.000
Public-others	99,956,115	36,690,636	36.707	36,689,076	1560	99.996	0.004
Total	185,417,436	117,648,266	63.450	117,646,706	1560	99.999	0.001

Item No. 2

Details of Agenda	Authorization to the Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company
Resolution required	Special Resolution
Mode of voting	Postal Ballot and e-voting





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Voting results:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes- in favour	No. of votes- again st	% 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	77,101,546	77,101,546	100.000	77,101,546	0	100.000	0.000
Public institutional holders	8,359,775	3,856,084	46.127	3,856,084	0	100.000	0.000
Public-others	99,956,115	36,690,636	36.707	36,689,076	1560	99.996	0.004
Total	185,417,436	117,648,266	63.450	117,646,706	1560	99.999	0.001

Item No. 3

Details of Agenda	Ratification of agreement to sell off/transfer or otherwise dispose off the "Backend" Business and Undertaking of the Company to Prime Focus World Creative Services Pvt. Ltd.
Resolution required	Special Resolution
Mode of voting	Postal Ballot and e-voting

Voting results:

Promoter/ Public	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	77,101,546	0	0.000	0	0	0.000	0.000
Public institutional holders	8,359,775	3,856,084	46.127	3,856,084	0	100.000	0.000
Public-others	99,956,115	36,690,586	36.707	36,690,586	0	100.000	0.000
Total	185,417,436	40,546,670	21.868	40,546,670	0	100.000	0.000

[Signature]





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I, Naresh Malhotra, Whole-time Director of Prime Focus Limited, on the basis of the aforesaid results as submitted by the Scrutinizer, declare the Special Resolutions under Item Nos. 1 to 3 of the Notice of Postal Ballot dated August 01, 2014 passed by requisite majority on September 10, 2014 at the Registered Office of the Company.

Place: Mumbai

Date: 10/09/2014



For Prime Focus Limited

Naresh Malhotra
Whole-time Director



SCRUTINIZER'S REPORT ON POSTAL BALLOT

To
Mr. Naresh Malhotra,
Whole Time Director
Prime Focus Limited

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Prime Focus Limited (Hereinafter referred as "PFL") on 1st August, 2014 I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot in respect of the Special Resolutions as circulated in the postal ballot notice dated 1st August, 2014.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014 and SEBI's circular no. CIR/CFD/DIL/6/2012 dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, Companies listed on National Stock Exchange of India (NSE) & Bombay Stock Exchange Limited (BSE) are required to provide e-voting facility to their shareholders on all shareholders' resolutions to be passed at General Meetings or through Postal Ballot. PFL has provided the facilities to its shareholders as per the circular of SEBI and under Companies Act, 2013.

PFL accordingly has made arrangements with the CDSL and Registrar and Transfer Agent (RTA) M/s Link Intime India Private Limited to provide system of e-voting to its shareholders through e-voting website www.evotingindia.com.

PFL through RTA has also uploaded the resolution together with explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider CDSL. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dt. 1st August, 2014 sent to the shareholders by email addresses registered with Depository Participants and partly by courier / Registered Post along with self addressed prepaid Business Reply Envelope on or before 7th August, 2014. The Register of Members was closed on July 25, 2014 for the purpose of dispatch of postal ballot papers to the shareholders. As per the notice of postal ballot sent to the shareholders, Saturday, 6th September, 2014 was fixed as the last date of receipt of Postal Ballots Forms (till 5.30 p.m.) and E-Voting (till 03.00 p.m.).

As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in "Free Press Journal", English News paper and "Navshakti" Marathi Newspaper on 8th August, 2014 informing about the completion of dispatch of the Postal Ballot Notices, both by courier, Registered Post and by email, wherever applicable to the shareholders along with the other matters mentioned therein.

Postal Ballot Report/PFL/2014/0001

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For Prime Focus Limited


Authorized Signatory



I report that on my behalf RTA have received the Postal Ballot forms from the shareholders till 6th September, 2014. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received upto 6th September, 2014 being the last date fixed by the Company for the receipt of the ballot papers/e-voting were considered for my scrutiny. I have not come across any mutilated Postal Ballot forms.

On scrutiny I report that out of 17,156 shareholders, 41 shareholders have exercised their vote through e-voting and 25 shareholders have exercised their votes through Postal Ballot Forms as received. The details of polling results for the item placed for consideration by the members are annexed to this report.

The Summary of the voting in format prescribed under clause 35A of Listing Agreement is annexed separately to this report.

For Shilpa Ray & Associates,
Company Secretaries


Shilpa Ray



FCS : 5936 CP : 5311

Date : 09/09/2014

Place : Mumbai

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For **Prime Focus Limited**


Authorised Signatory

Resolution No.1

<u>Mode of Voting</u>	<u>For</u>		<u>Against</u>		<u>Not voted</u>	
	No of Shareholders	No of shares	No of Shareholders	No of shares	No of Shareholders	No of shares
Postal Ballot	21	36599700	4	560	0	0
E-voting	39	81047006	2	1000	0	0
Total	60	117646706	6	1560	0	0

99.999% votes cast in favour and 0.001%votes cast against

Resolution No. 2

<u>Mode of Voting</u>	<u>For</u>		<u>Against</u>		<u>Not voted</u>	
	No of Shareholders	No of shares	No of Shareholders	No of shares	No of Shareholders	No of shares
Postal Ballot	21	36599700	4	560	0	0
E-voting	39	81047006	2	1000	0	0
Total	60	117646706	6	1560	0	0

99.999% votes cast in favour and 0.001%votes cast against

Resolution No. 3

<u>Mode of Voting</u>	<u>For</u>		<u>Against</u>		<u>Not voted</u>	
	No of Shareholders	No of shares	No of Shareholders	No of shares	No of Shareholders	No of shares
Postal Ballot	24	36600210	0	0	1	50
E-voting	37	3946460	0	0	4	77101546
Total	61	40546670	0	0	5	77101596

100% votes cast in favour and 0 %votes cast against

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For Prime Focus Limited


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Summary of Voting results as per clause 35A of Listing AgreementRESOLUTION NO.1

Resolution - 1						
Mode of Voting: (E-voting)						
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
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00
Public Institutional Holders	8359775	3809188	45.57	3809188	0	100.00
Public-Others	99956115	137272	0.14	136272	1000	99.27
Total (A)	185417436	81048006	43.71	81047006	1000	100.00
Mode of Voting: (Poll)						
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00
Public Institutional Holders	8359775	46896	0.56	46896	0	100.00
Public-Others	99956115	36553364	36.57	36552804	560	100.00
Total (B)	185417436	36600260	19.74	36599700	560	100.00
Result (A+B)	185417436	117648266	63.45	117646706	1560	100.00

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For Prime Focus Limited

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RESOLUTION NO.2

Resolution - 2						
Mode of Voting: (E-voting)						
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
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00
Public Institutional Holders	8359775	3809188	45.57	3809188	0	100.00
Public-Others	99956115	137272	0.14	136272	1000	99.27
Total (A)	185417436	81048006	43.71	0	1000	0.00
Mode of Voting: (Poll)						
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00
Public Institutional Holders	8359775	46896	0.56	46896	0	100.00
Public-Others	99956115	36553364	36.57	36552804	560	100.00
Total (B)	185417436	36600260	19.74	36599700	560	100.00
Result (A+B)	185417436	117648266	63.45	36599700	1560	31.11
						0.00

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RESOLUTION NO.3

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
Resolution - 3							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	8359775	3809188	45.57	3809188	0	100.00	0.00
Public-Others	99956115	137272	0.14	137272	0	100.00	0.00
Total (A)	185417436	3946460	2.13	3946460	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public Institutional Holders	8359775	46896	0.56	46896	0	100.00	0.00
Public-Others	99956115	36553314	36.57	36553314	0	100.00	0.00
Total (B)	185417436	36600210	19.74	36600210	0	100.00	0.00
Result (A+B)	185417436	40546670	21.87	40546670	0	100.00	0.00

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Shilpa Ray & Associates, Company Secretaries

RESULTS :

As number of votes casted in favour of the resolutions is more than 3 times the number of votes cast against. I report that the Special Resolutions under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated 1st August, 2014 has been passed by the shareholders with requisite majority. None of the votes were reported invalid. The Resolutions 1 to 3 set out in the notice of Postal Ballot dated 1st August, 2014 deemed to be passed as on the date of the announcement of the results.

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For Prime Focus Limited


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