



PRIME FOCUS
L I M I T E D

June 23, 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 Jeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.:22723121/2037/2039

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

Sub: Voting Results of the Postal Ballot 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(s),

Pursuant to Regulation 30 and 44(3) of the SEBI Listing Regulations, and in furtherance to our letter dated May 23, 2025, submitting the Notice of Postal Ballot dated May 19, 2025, we wish to inform you that Members of the Company on June 22, 2025, have passed the below mentioned Ordinary Resolution through requisite majority by way of Postal Ballot through e-voting only (“remote e-voting”).

Sr. No	Special Business	Type of Resolution
1.	To appoint Mr. Merzin Darayus Tavaría (DIN: 07015623) as a Non-Executive Director of the Company	Ordinary Resolution

Please find enclosed herewith the following:

1. Voting Results as required under Regulation 44 of SEBI Listing Regulations;
2. Report of the Scrutinizer dated June 23, 2025 pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for your reference.



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The Voting Results along with the Scrutinizer's Report will be available on the website of the Company: www.primefocus.com and on the website of Central Depository Services (India) Limited: www.evotingindia.com . Kindly take the same on record and acknowledge receipt of the same.

Thanking you.

Yours Faithfully,
For **Prime Focus Limited**

Parina Shah
Company Secretary & Compliance Officer
Encl.: a/a



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In accordance with Regulation 44(3) of the SEBI Listing Regulations, the voting results of the Postal Ballot conducted by the Company are furnished below:

Sr. No.	Description	Particulars
1	Date of Postal Ballot (date of passing of Ordinary/ Special Resolution)	June 22, 2025 (<i>Being the last date of e-voting</i>)
2	Voting Start Date	May 24, 2025
3	Voting End Date	June 22, 2025
4	Total number of shareholders on record date (<i>i.e May 16, 2025</i>)	12,713
5	No. of shareholders present in the meeting either in person or through proxy	
	Promoter and Promoter Group	Not Applicable
	Public	Not Applicable
6	No. of shareholders attended the meeting through Video Conference	Not Applicable



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Agenda wise disclosures:

Prime Focus Limited								
Resolution Required : (Ordinary)			To appoint Mr. Merzin Darayus Tavarria (DIN: 07015623) as a Non-Executive Director 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	209547528	209547528	100	209547528	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		209547528	100	209547528	0	100	0
Public Institutions	E-Voting	33734093	33545910	99.4422	33545910	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		33545910	99.4422	33545910	0	100	0
Public Non Institutions	E-Voting	56705355	32714077	57.6913	32711800	2277	99.9930	0.0070
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		32714077	57.6913	32711800	2277	99.9930	0.0070
Total		299986976	275807515	91.9398	275805238	2277	99.9992	0.0008

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 on Postal Ballot (e-voting)
Results.**

The Board of Directors of Prime Focus Limited (hereinafter referred to as "**the Company**") through a circular resolution passed on May 19, 2025, had appointed me as the Scrutinizer for scrutinizing the Postal Ballot e-voting process in a fair and transparent manner in the matter of Ordinary Resolution No.1, proposed in the Notice of the Postal Ballot dated May 19, 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 Postal Ballot.

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 Postal Ballot pursuant to Section 110 of the Act along with draft of the Resolution 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. **May 16, 2025**. Hard copy of the Notice of the Postal Ballot along with Postal Ballot form and pre-paid business reply envelop 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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Practicing Company Secretary

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The Notice of the Postal Ballot 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 Postal Ballot 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 Postal Ballot, 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 Postal Ballot is mentioned hereunder: -

Sr. No	Description of the Resolution	Type of Resolution
1	To appoint Mr. Merzin Darayus Tavaría (DIN: 07015623) as a Non-Executive Director of the Company.	Ordinary 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 May 16, 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 Postal Ballot by email on May 23, 2025, 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.
- 3) The Company had published an advertisement on May 24, 2025, regarding completion of dispatch of Postal Ballot Notice to eligible members in "Pudhari", Marathi Newspaper (Regional Language) and "Business Standard", English Newspaper.
- 4) The voting period for remote e-voting on Postal Ballot commenced on **Saturday, May 24, 2025, at 09:00 a.m. (IST) and ended on Sunday, June 22, 2025, at 05:00 p.m. (IST)** and the CDSL e-voting module was disabled thereafter.

MEHUL RAVAL

Practicing Company Secretary

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- 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) E-votes cast up to the close of working hours i.e., 05:00 P.M. on Sunday, June 22, 2025, i.e., the last date and time fixed by the Company for Postal Ballot process, has been considered for the purpose of this report.
 - 7) As on the cut-off date, the paid-up capital of the Company was Rs. 29,99,86,976/- (Rupees Twenty Nine Crores Ninety Nine Lakhs Eighty Six Thousand Nine Hundred and Seventy Six only) divided into 29,99,86,976 equity shares of Re.1/- each.
 - 8) The result of the remote e-voting is as under:

ITEM NO. 1- ORDINARY RESOLUTION:

1. To appoint Mr. Merzin Darayus Tavarria (DIN: 07015623) as a Non-Executive Director 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
79	275805238	99.9992

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
11	2277	0.0008

- (iii) Invalid votes

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

- 9) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of Postal Ballot.
- 10) Votes cast in favour or against is calculated based on the valid votes casted through e-voting.

MEHUL
JAYANT
RAVAL

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MEHUL JAYANT
RAVAL
Date: 2025.06.23
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MEHUL RAVAL

Practicing Company Secretary

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- 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 Postal Ballot stands passed with the requisite majority on Sunday, June 22, 2025. I request the Company, to announce the voting result of Postal Ballot.

Thanking You,

Yours Faithfully,

MEHUL JAYANT RAVAL  Digitally signed by MEHUL JAYANT RAVAL
Date: 2025.06.23 15:14:21 +05'30'

CS Mehul Raval
Practicing Company Secretary
ACS: 18300
COP: 24170
UDIN: A018300G000646466
Place: Mumbai
Date: June 23, 2025

Parina Shah
Company Secretary
ACS: 18061

MEHUL RAVAL

Practicing Company Secretary

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Annexure A

RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To appoint Mr. Merzin Darayus Tavarria (DIN: 07015623) as a Non-Executive Director of the Company.	Ordinary Resolution	99.9992	0.0008

MEHUL
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MEHUL JAYANT RAVAL
Date: 2025.06.23
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