PFL

BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
VANCOUVER

December 24, 2014

To,
The National Stock Exchange of India
Listing Department,
Exchange Plaza, Bandra Kurla Complex
Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department,
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.:22723121/2037/2039

Sub : Proceedings and Outcome of the 17th Annual General Meeting held on December 24, 2014
Ref : NSE Code: PFOCUS / BSE Code: 532748

Dear Sir/ Madam,

With reference to the above captioned subject, we wish to inform you that the 17th Annual General Meeting of the Company was held at 10.00 a.m. on Wednesday, December 24, 2014 at Prime Focus Office, Building-H, Main Frame IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai – 400 065 and was chaired by Mr. Namit Malhotra, Chairman and Executive Director. There were totally 41 Members present (out of which 40 were present in person and 1 through proxy) at the meeting as per the record of attendance.

The Company, in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, had provided for e-voting facility through Central Depository Services Limited from Wednesday, December 17, 2014 - 10.00 a.m. to Friday, December 19, 2014 - 06.00 p.m. to all Members to enable them to cast their vote electronically in respect of the resolutions set forth in the Notice to the 17th Annual General Meeting.

As E-voting facility was provided to the Members, poll was ordered to enable those Members who were not able to exercise E-voting and were present at the Meeting in person and through proxies to vote on the resolutions as set out in the Notice to the 17th Annual General Meeting.

After the poll process, some Members gave their suggestions while some sought information on the Company's financial statements and operations which was replied to by the Chairman and senior management executives of the Company.

The Company had appointed, Mr. Dhirendra Maurya, Practising Company Secretary as Scrutinizer for independently conducting and overseeing the voting process in a fair and transparent manner. Based on the Scrutinizer's Combined Report for E-voting and Poll dated December 24, 2014, all the following resolutions have been declared passed with requisite majority:

i) Adoption of audited financial statements for the financial year ended June 30, 2014;

ii) Re-appointment of Mr. Naresh Malhotra as a Director of the Company, liable to retire by rotation;

iii) Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company;

PRIME FOCUS LTD. Mumbai

PFL

BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
VANCOUVER

iv) Re-appointment of Mr. Naresh Malhotra as Whole-Time Director for a term of five years w.e.f. April 01, 2015;

v) Appointment of Mr. Srinivasan Kodi Raghavan as an Independent Director, not liable to retire by rotation, for a term of five years expiring on the conclusion of the 22nd Annual General Meeting of the Company;

vi) Appointment of Mr. Rivkaran Singh Chadha as an Independent Director, not liable to retire by rotation, for a term of five years expiring on the conclusion of the 22nd Annual General Meeting of the Company;

vii) Appointment of Mr. Padmanabha Gopal Aiyar as an Independent Director, not liable to retire by rotation, for a term of five years expiring on the conclusion of the 22nd Annual General Meeting of the Company;

viii) Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013;

ix) Approval of transactions with related party as per the Companies Act, 2013; and

x) Approval of transactions with related party as per applicable provisions of the Listing Agreement.

Pursuant to the provisions of Clause 35A of the Listing Agreement, please find attached herewith the details of voting results in the prescribed format along with the Scrutinizer's Report.

Kindly acknowledge and take the same on your record.

Thanking you,

Yours faithfully,

For PRIME FOCUS LIMITED

PRIME FOCUS LTD. Mumbai

KIRTI DESAI
COMPANY SECRETARY

Encl.: As above

DETAILS OF VOTING RESULTS AT THE AGM AS PER THE FORMAT PRESCRIBED UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Sr. No.	Description	Particulars
A.	Date of the AGM	December 24, 2014
B.	Total No. of shareholders on Record Date ie. November 21 2014	14,132
C.	No. of Shareholders present either in person or through Proxy: i) Promoters and promoter group ii) Public	 02 39
D.	No. of shareholders who attended the meeting through Video Conferencing: i) Promoters and promoter group ii) Public	Nil

AGENDAWISE DETAILS:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 1: To consider and adopt the audited financial statements and the reports of the Board of Directors and Auditors thereon **Kind of Resolution: Ordinary**							
(A)Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public -Institutional holders	10665547	490960	4.60	490960	0	100.00	0.00
Public-Others	97650343	108309	0.11	108309	0	100.00	0.00
Total (A)	**185417436**	**77700815**	**41.91**	**77700815**	**0**	**100.00**	**0.00**
(B)Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public -Institutional holders	10665547	0	0.00	0	0	0.00	0.00
Public-Others	97650343	36607493	37.49	36607493	0	100.00	0.00
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100.00**	**0.00**
Total (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100.00**	**0.00**

CERTIFIED TRUE COPY
For Prime Focus Ltd.
Secretary

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 2: To appoint a Director in place of Mr. Naresh Malhotra (DIN: 00004597), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment							
Kind of Resolution: Ordinary							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public -Institutional holders	10665547	490960	4.60	490960	0	100.00	0.00
Public-Others	97650343	108309	0.11	108309	0	100.00	0.00
Total (A)	**185417436**	**599269**	**0.32**	**599269**	**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	10665547	0	0.00	0	0	0.00	0.00
Public-Others	97650343	36607493	37.49	36607493	0	100.00	0.00
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100.00**	**0.00**
Total (A+B)	**185417436**	**37206762**	**20.07**	**37206762**	**0**	**100.00**	**0.00**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 3: To appoint Auditors and fix their remuneration							
Kind of Resolution: Ordinary							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public -Institutional holders	10665547	490960	4.60	490960	0	100.00	0.00
Public-Others	97650343	108309	0.11	108309	0	100.00	0.00
Total (A)	**185417436**	**77700815**	**41.91**	**77700815**	**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	10665547	0	0.00	0	0	0.00	0.00
Public-Others	97650343	36607493	37.49	36607493	0	100.00	0.00
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100.00**	**0.00**
Total (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100.00**	**0.00**

CERTIFIED TRUE COPY

For **Prime Focus Ltd.**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 4: To re-appoint Mr. Naresh Malhotra (DIN: 00004597) as Whole-time Director **Kind of Resolution: Special**							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	0	0	0	0	0	0.00
Public -Institutional holders	10665547	490960	4.60	490960	0	100	0.00
Public-Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	**185417436**	**599269**	**0.32**	**599269**	**0**	**100**	**0.00**
Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0	0	0	0	0
Public -Institutional holders	10665547	0	0	0	0	0	0
Public-Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100**	**0**
Total (A+B)	**185417436**	**37206762**	**20.07**	**37206762**	**0**	**100**	**0**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 5: To appoint Mr. Srinivasan Kodi Raghavan (DIN: 00012449) as an Independent Director **Kind of Resolution: Ordinary**							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public -Institutional holders	10665547	490960	4.60	490960	0	100	0.00
Public-Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	**185417436**	**77700815**	**41.91**	**77700815**	**0**	**100**	**0.00**
Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0	0	0	0	0
Public -Institutional holders	10665547	0	0	0	0	0	0
Public-Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**		**100**	**0**
Total (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

CERTIFIED TRUE COPY
For Prime Focus Ltd.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 6: To appoint Mr. Rivkaran Singh Chadha (DIN: 00308288) as an Independent Director **Kind of Resolution: Ordinary**							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public -Institutional holders	10665547	490960	4.60	490960	0	100	0.00
Public-Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	**185417436**	**77700815**	**41.91**	**77700815**	**0**	**100**	**0.00**
Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0	0	0	0	0
Public -Institutional holders	10665547	0	0	0	0	0	0
Public-Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100**	**0**
Total (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 7: To appoint Mr. Padmanabha Gopal Aiyar (DIN 02722981) as an Independent Director **Kind of Resolution: Ordinary**							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public -Institutional holders	10665547	490960	4.60	490960	0	100	0.00
Public-Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	**185417436**	**77700815**	**41.91**	**77700815**	**0**	**100**	**0.00**
Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0	0	0	0	0
Public -Institutional holders	10665547	0	0	0	0	0	0
Public-Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100**	**0**
Total (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

CERTIFIED TRUE COPY
For Prime Focus Ltd.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 8: To consider and adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 **Kind of Resolution: Special**							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100	77101546	0	100	0.00
Public -Institutional holders	10665547	490960	4.60	490960	0	100	0.00
Public-Others	97650343	108309	0.11	108309	0	100	0.00
Total (A)	**185417436**	**77700815**	**41.91**	**77700815**	**0**	**100**	**0.00**
Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0	0	0	0	0
Public -Institutional holders	10665547	0	0	0	0	0	0
Public-Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100**	**0**
Total (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 9: To approve transactions with related party as per Companies Act, 2013 **Kind of Resolution: Special**							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	0	0	0	0	0	0.00
Public -Institutional holders	10665547	87660	0.82	87660	0	100	0.00
Public-Others	97650343	659	0.00067	659	0	100	0.00
Total (A)	**185417436**	**88319**	**0.05**	**88319**	**0**	**100**	**0.00**
Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0	0	0	0	0
Public -Institutional holders	10665547	0	0	0	0	0	0
Public-Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100**	**0**
Total (A+B)	**185417436**	**36695812**	**19.79**	**36695812**	**0**	**100**	**0**

CERTIFIED TRUE COPY
For Prime Focus Ltd.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of votes against on votes polled (7)=[(5)/(2)]*100 (7)
Resolution No. 10: To approve transactions with related party as per applicable provisions of the Listing Agreement Kind of Resolution: Special							
Mode of voting: E-voting							
Promoter and Promoter Group	77101546	0	0	0	0	0	0.00
Public -Institutional holders	10665547	87660	0.82	87660	0	100	0.00
Public-Others	97650343	659	0.00067	659	0	100	0.00
Total (A)	**185417436**	**88319**	**0.05**	**88319**	**0**	**100**	**0.00**
Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0	0	0	0	0
Public -Institutional holders	10665547	0	0	0	0	0	0
Public-Others	97650343	36607493	37.48	36607493	0	100	0
Total (B)	**185417436**	**36607493**	**19.74**	**36607493**	**0**	**100**	**0**
Total (A+B)	**185417436**	**36695812**	**19.79**	**36695812**	**0**	**100**	**0**

For PRIME FOCUS LIMITED

KIRTI DESAI
COMPANY SECRETARY

PRIME FOCUS LTD. Mumbai