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Dhirendra Maurya & Associates
Company Secretaries

SCRUTINIZERS COMBINED REPORT ON E-VOTING & POLL

To the Chairman of Seventeenth Annual General Meeting of **M/s. Prime Focus Limited (CIN: L92100MH1997PLC108981)** held on Wednesday, December 24, 2014 at 10.00 a.m. at Prime Focus Office, Main Frame IT Park, Building–H, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai-400 065.

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 scrutiniser to conduct E-voting for passing of 6 (Six) Ordinary Resolutions & 4 (Four) Special Resolutions as contained in the notice dated 14th November 2014. Subsequently, I have issued Scrutinizer's Report on December 22, 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 scrutiniser to conduct poll for passing of 6 (Six) Ordinary Resolutions & 4 (Four) Special Resolutions as contained in the notice of the meeting dated 14th November 2014.

After our appointment as Scrutinizers, 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 ★ COMPANY SECRETARIES ★ ACS: 22005, CP: 9594

Dhirendra Maurya
ACS: 22005, CP: 9594

Place: Mumbai
Date: 24/12/2014

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For Prime Focus Ltd.

Company Secretary

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Company Secretaries

Annexure I

Details of the E-voting

Number of Members who participated in e-voting were 19.
6 Shareholders did not cast vote on Resolution No. 2, 4, 9 & 10.

Details of Voting during the Poll

41 Members attended meeting (40 in person and 1 through Proxy) out of which 34 members voted during the Poll.
3 ballot papers were classified as Invalid. Total Number of valid Votes casted were 36607493.

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

DHIRENDRA MAURYA & ASSOCIATES ★ COMPANY SECRETARIES ★ ACS 32005, CP 9804

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For **Prime Focus Ltd.**

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Company Secretaries

Annexure II
Analysis of Results of Item No. 1 to Item No. 10.

Resolution No. 1	
Nature of Resolution	**Ordinary Resolution**
Subject Matter: To consider and adopt: a) the audited financial statements of the Company for the financial year (15 months) ended June 30, 2014, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statement of the Company for the financial year (15 months) ended June 30, 2014.	

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	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 & 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**
Result (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES * COMPANY SECRETARIES * ACS 22005, CP 8504

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For Prime Focus Ltd.

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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 2							
Nature of Resolution			**Ordinary Resolution**				
Subject Matter: 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 reappointment							
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	0.00
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 & 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**
Result (A+B)	**185417436**	**37206762**	**20.07**	**37206762**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES ACS-22005 CP-8894 COMPANY SECRETARIES

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For **Prime Focus Ltd.**

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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 3							
Nature of Resolution			**Ordinary Resolution**				
Subject Matter: To appoint Auditors and fix their remuneration							
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	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 & 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**
Result (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES ACS 22005, CP 9594 COMPANY SECRETARIES

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For Prime Focus Ltd.

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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 4							
Nature of Resolution			**Special Resolution**				
Subject Matter: To re-appoint Mr. Naresh Malhotra (DIN: 00004597) as Whole-time Director							
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	0.00
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 & 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**
Result (A+B)	**185417436**	**37206762**	20.07	**37206762**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES ★ ACS 22005, CP 9644 ★ COMPANY SECRETARIES

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For Prime Focus Ltd.

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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 5							
Nature of Resolution			Ordinary Resolution				
Subject Matter: To appoint Mr. Srinivasan Kodi Raghavan (DIN: 00012449) as an Independent Director							
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	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 & 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**
Result (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES ACS 22005 CP 9304 COMPANY SECRETARIES

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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 6							
Nature of Resolution			**Ordinary Resolution**				
Subject Matter: To appoint Mr. Rivkaran Singh Chadha (DIN: 00308288) as an Independent Director							
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	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 & 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**
Result (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES ACS 32005 CP 9794 COMPANY SECRETARIES

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For Prime Focus Ltd.

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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 7							
Nature of Resolution			**Ordinary Resolution**				
Subject Matter: To appoint Mr. Padmanabha Gopal Aiyar (DIN 02722981) as an Independent Director							
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	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 & 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**
Result (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES * ACS 22005, CP 9694 * COMPANY SECRETARIES

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For Prime Focus Ltd.
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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 8							
Nature of Resolution			**Special Resolution**				
Subject Matter: To consider and adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.							
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	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 & 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
Result (A+B)	**185417436**	**114308308**	**61.65**	**114308308**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES ACS 22005, CP 9534 COMPANY SECRETARIES

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For Prime Focus Ltd.

Company Secretary

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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 9							
Nature of Resolution			**Special Resolution**				
Subject Matter: To approve transactions with related party							
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	0.00
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 & 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**
Result (A+B)	**185417436**	**36695812**	**19.79**	**36695812**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES ACS 22005, CP 9994 COMPANY SECRETARIES

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For **Prime Focus Ltd.**

Company Secretary

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Dhirendra Maurya & Associates
Company Secretaries

Resolution No. 10							
Nature of Resolution			**Special Resolution**				
Subject Matter: To approve transactions with related party - pursuant to the provisions of Clause 49(VII) of the Equity Listing Agreement.							
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	0.00
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 & 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**
Result (A+B)	**185417436**	36695812	19.79	**36695812**	**0**	**100**	**0**

DHIRENDRA MAURYA & ASSOCIATES * COMPANY SECRETARIES * ACS:32005 CP:9544

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For Prime Focus Ltd.

Company Secretary