



August 02, 2014

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

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

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

Dear Sir/ Madam,

Ref: NSE Code: PFOCUS / BSE Code: 532748

Sub: Outcome of the Extraordinary General Meeting held on August 01, 2014

In terms of the Listing Agreement executed by our Company with your Exchange, we wish to inform you that the Shareholders of the Company at the Extraordinary General Meeting (EGM) held today i.e. August 01, 2014, at Prime Focus Office, Building-H, Main Frame IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai – 400 065 have adopted/approved the following Special Business as provided in the Notice:

1. Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company.
2. Preferential Issue of Equity Shares.
3. Authorization for ESOP Scheme of the Company.
4. Approval of extension of the benefits of the PFL-ESOP Scheme 2014 to the eligible employees of the holding company, subsidiary and, associate companies, if any, of the Company as per applicable laws.
5. To appoint Mr. Ramakrishnan Sankaranarayanan as a Managing Director.
6. To appoint Mr. Namit Malhotra as a Chairman and Executive Director.

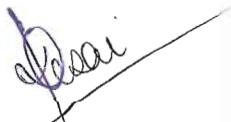
The details of voting results of EGM as prescribed under Clause 35A of the Listing Agreement is attached.

Please take the aforesaid details on record.

Thanking you,

Yours faithfully,

For PRIME FOCUS LIMITED


KIRTI DESAI
COMPANY SECRETARY



Encl.: As above

**DETAILS OF VOTING RESULTS AT THE EGM IN THE FORMAT PRESCRIBED UNDER CLAUSE 35A OF
THE LISTING AGREEMENT**

Sr. No.	Description	Particulars
A.	Date of the EGM	August 01, 2014
B.	Total No. of shareholders on Record Date	15,452
C.	No. of Shareholders present either in person or through Proxy	
	-Promoters and promoters group	2
	-Public	43
D.	No. of shareholders attended the meeting through Video Conferencing	Nil

DETAILS OF THE AGENDA:

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes -against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 1: Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	77212260	41.64	77212260	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	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Total (A+B)	185417436	114048909	61.51	114013681	35228	99.97	0.03



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Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes -against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 2: Preferential Issue of Equity Shares							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	110714	0.06	110714	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	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Total (A+B)	185417436	36947363	19.93	36912135	35228	99.90	0.10

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes -against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution.No. 3: Authorization for ESOP Scheme of the Company							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	100.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	105414	5300	95.21	4.79
Total (A)	185417436	77212260	41.64	77206960	5300	99.99	0.01
(B) Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Total (A+B)	185417436	114048909	61.51	114008381	40528	99.96	0.04



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Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 4: Approval of extension of the PFL-ESOP Scheme 2014 to the eligible employees of the holding company, subsidiary and associate companies, if any, of the Company as applicable.							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	105414	5300	95.21	4.79
Total (A)	185417436	77212260	41.64	77206960	5300	99.99	0.01
(B) Mode of voting: Poll							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	82124	1.03	46896	35228	57.10	42.90
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36801421	35228	99.90	0.10
Total (A+B)	185417436	114048909	61.51	114008381	40528	99.96	0.04

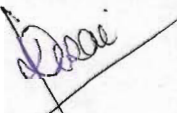
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 5: To appoint Mr. Ramakrishnan Sankaranarayanan as a Managing Director							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	77101546	100.00	77101546	0	100.00	0.00
Public - Institutional holders	7975814	0	0	0	0	0	0
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	77212260	41.64	77212260	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	7975814	82124	1.03	82124	0	100.00	0.00
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36836649	0	0.00	0.00
Total (A+B)	185417436	114048909	61.51	114048909	0	100.00	0.00



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Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes -against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution No. 6: To appoint Mr. Namit Malhotra as a Chairman and Executive Director							
Kind of Resolution: Special							
(A) Mode of voting: E-voting							
Promoter and Promoter Group	77101546	0	0.00	0	0	0.00	0.00
Public - Institutional holders	7975814	0	0.00	0	0	0.00	0.00
Public-Others	100340076	110714	0.11	110714	0	100.00	0.00
Total (A)	185417436	110714	0.06	110714	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	7975814	82124	1.03	82124	0	100.00	0.00
Public-Others	100340076	36754525	36.63	36754525	0	100.00	0.00
Total (B)	185417436	36836649	19.87	36836649	0	100.00	0.00
Total (A+B)	185417436	36947363	19.93	36947363	0	100.00	0.00

FOR PRIME FOCUS LIMITED


KIRTI DESAI
COMPANY SECRETARY

