



February 06, 2026

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 Jeejeebhoy 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 January 07, 2026, submitting the Notice of Postal Ballot dated January 02, 2026, we wish to inform you that Members of the Company on February 06, 2026, have passed the below mentioned Special and 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 Ms. Shalini Govil Pai (DIN: 11368521) as an Independent Director of the Company.	Special Resolution
2.	To appoint Mr. Nishant Avinash Fadia (DIN: 02648177) as a Non-Executive Director of the Company.	Ordinary Resolution
3.	To appoint Mr. Björgólfur Thor Björgólfsson (DIN: 11452424) 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 February 06, 2026 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.

022 2648 4900  
022 2646 5500  
INFO@PRIMEFOCUS.COM  
WWW.PRIMEFOCUS.COM

**REGISTERED ADDRESS:**  
PRIME FOCUS HOUSE, LINKING ROAD,  
KHAR (W), MUMBAI 400052, INDIA

**CIN NUMBER:** L92100MH1997PLC108981



The Voting Results along with the Scrutinizer's Report will be available on the website of the Company: [www.primefocus.com](http://www.primefocus.com) and on the website of Central Depository Services (India) Limited: [www.evotingindia.com](http://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

022 2648 4900  
022 2646 5500  
INFO@PRIMEFOCUS.COM  
WWW.PRIMEFOCUS.COM

**REGISTERED ADDRESS:**  
PRIME FOCUS HOUSE, LINKING ROAD,  
KHAR (W), MUMBAI 400052, INDIA

**CIN NUMBER:** L92100MH1997PLC108981



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)	February 06, 2026 <i>(Being the last date of e-voting)</i>
2	Voting Start Date	January 08, 2026
3	Voting End Date	February 06, 2026
4	Total number of shareholders on record date <i>(i.e December 31, 2025)</i>	24,150
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

022 2648 4900  
022 2646 5500  
INFO@PRIMEFOCUS.COM  
WWW.PRIMEFOCUS.COM

**REGISTERED ADDRESS:**  
PRIME FOCUS HOUSE, LINKING ROAD,  
KHAR (W), MUMBAI 400052, INDIA

**CIN NUMBER:** L92100MH1997PLC108981



# Agenda wise disclosures:

Resolution Required :Special			1 - To appoint Ms. Shalini Govil Pai (DIN: 11368521) as an Independent 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E- Voting	471532908	456632908	96.8401	456632908	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>456632908</b>	<b>96.8401</b>	<b>456632908</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E- Voting	34859347	14109949	40.4768	14109949	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14109949</b>	<b>40.4768</b>	<b>14109949</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E- Voting	269598292	34549798	12.8153	34548345	1453	99.9958	0.0042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34549798</b>	<b>12.8153</b>	<b>34548345</b>	<b>1453</b>	<b>99.9958</b>	<b>0.0042</b>
<b>Total</b>		<b>775990547</b>	<b>505292655</b>	<b>65.1158</b>	<b>505291202</b>	<b>1453</b>	<b>99.9997</b>	<b>0.0003</b>

022 2648 4900  
022 2646 5500  
INFO@PRIMEFOCUS.COM  
WWW.PRIMEFOCUS.COM

**REGISTERED ADDRESS:**  
PRIME FOCUS HOUSE, LINKING ROAD,  
KHAR (W), MUMBAI 400052, INDIA

**CIN NUMBER:** L92100MH1997PLC108981

Resolution Required :Ordinary			2 - To appoint Mr. Nishant Avinash Fadia (DIN: 02648177) 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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E- Voting	471532908	456632908	96.8401	456632908	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>456632908</b>	<b>96.8401</b>	<b>456632908</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E- Voting	34859347	14109949	40.4768	14104576	5373	99.9619	0.0381
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14109949</b>	<b>40.4768</b>	<b>14104576</b>	<b>5373</b>	<b>99.9619</b>	<b>0.0381</b>
Public Non Institutions	E- Voting	269598292	32199798	11.9436	32198345	1453	99.9955	0.0045
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32199798</b>	<b>11.9436</b>	<b>32198345</b>	<b>1453</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Total</b>		<b>775990547</b>	<b>502942655</b>	<b>64.8130</b>	<b>502935829</b>	<b>6826</b>	<b>99.9986</b>	<b>0.0014</b>



<b>Resolution Required :Ordinary</b>			<b>3 - To appoint Mr. Björgólfur Thor Björgólfsson (DIN: 11452424) as a Non-Executive Director of the Company.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E- Voting	471532908	456632908	96.8401	456632908	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>456632908</b>	<b>96.8401</b>	<b>456632908</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E- Voting	34859347	14109949	40.4768	14104576	5373	99.9619	0.0381
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14109949</b>	<b>40.4768</b>	<b>14104576</b>	<b>5373</b>	<b>99.9619</b>	<b>0.0381</b>
Public Non Institutions	E- Voting	269598292	34549798	12.8153	34548346	1452	99.9958	0.0042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34549798</b>	<b>12.8153</b>	<b>34548346</b>	<b>1452</b>	<b>99.9958</b>	<b>0.0042</b>
<b>Total</b>		<b>775990547</b>	<b>505292655</b>	<b>65.1158</b>	<b>505285830</b>	<b>6825</b>	<b>99.9986</b>	<b>0.0014</b>

022 2648 4900  
022 2646 5500  
INFO@PRIMEFOCUS.COM  
WWW.PRIMEFOCUS.COM

**REGISTERED ADDRESS:**  
PRIME FOCUS HOUSE, LINKING ROAD,  
KHAR (W), MUMBAI 400052, INDIA

**CIN NUMBER:** L92100MH1997PLC108981

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

=====

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 January 02, 2026, had appointed me as the Scrutinizer for scrutinizing the Postal Ballot e-voting process in a fair and transparent manner in the matter of resolutions, proposed in the Notice of the Postal Ballot dated January 02, 2026.

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; read with other subsequent circulars issued in this regard and the latest being General Circular No. 03/2025 dated September 22, 2025 (**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. **December 31, 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.

Mehul  
Jayant  
Raval

Digitally signed  
by Mehul Jayant  
Raval  
Date: 2026.02.06  
18:40:19 +05'30'

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

=====

The Notice of the Postal Ballot was uploaded on the Company's website [www.primefocus.com](http://www.primefocus.com) and on the website of Stock Exchanges [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on website of CDSL i.e. [www.evotingindia.com](http://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 Ms. Shalini Govil Pai (DIN: 11368521) as an Independent Director of the Company.	Special Resolution
2.	To appoint Mr. Nishant Avinash Fadia (DIN: 02648177) as a Non-Executive Director of the Company.	Ordinary Resolution
3.	To appoint Mr. Björgólfur Thor Björgólfsson (DIN: 11452424) 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 December 31, 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 January 07, 2026, 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 January 08, 2026, 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 **Thursday, January 08, 2026, at 09:00 a.m. (IST) and ended on Friday, February 06,**



# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

=====

**2026, at 05:00 p.m. (IST)** and the CDSL e-voting module was disabled thereafter.

- 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 Friday, February 06, 2026, 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. 77,59,90,547/- (Rupees Seventy Seven Crores Fifty Nine Lakhs Ninety Thousand Five Hundred and Forty Seven only) divided into 77,59,90,547 equity shares of Re.1/- each.
- 8) The result of the remote e-voting is as under:

## ITEM NO. 1- SPECIAL RESOLUTION:

### 1. To appoint Ms. Shalini Govil Pai (DIN: 11368521) as an Independent 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
91	505291202	99.9997

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
5	1453	0.0003

- (iii) Invalid votes

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

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

## ITEM NO. 2- ORDINARY RESOLUTION:

### 2. To appoint Mr. Nishant Avinash Fadia (DIN: 02648177) 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
88	502935829	99.9986

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
6	6826	0.0014

(iii) Invalid votes

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

## ITEM NO. 3- ORDINARY RESOLUTION:

### 3. To appoint Mr. Björgólfur Thor Björgólfsson (DIN: 11452424) 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
90	505285830	99.9986

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
6	6825	0.0014

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

(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.
- 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 Friday, February 06, 2026. 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: 2026.02.06 18:43:00  
+05'30'

**CS Mehul Raval**  
**Practicing Company Secretary**  
**ACS: 18300**  
**COP: 24170**

**UDIN: A018300G003888793**

**Parina Shah**  
**Company Secretary &**  
**Compliance Officer**  
**ACS: 18061**

Place: Mumbai  
Date: February 06, 2026

# MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2<sup>nd</sup> floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648/ Email: csmehulraval@gmail.com

=====

**Annexure A**

## **RESULT SUMMARY**

<b>SR. NO.</b>	<b>RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>FAVOUR (%)</b>	<b>AGAINST (%)</b>
1.	To appoint Ms. Shalini Govil Pai (DIN: 11368521) as an Independent Director of the Company.	<b>Special Resolution</b>	99.9997	0.0003
2.	To appoint Mr. Nishant Avinash Fadia (DIN: 02648177) as a Non-Executive Director of the Company	<b>Ordinary Resolution</b>	99.9986	0.0014
3.	To appoint Mr. Björgólfur Thor Björgólfsson (DIN: 11452424) as a Non-Executive Director of the Company.	<b>Ordinary Resolution</b>	99.9986	0.0014

Mehul  
Jayant Raval

Digitally signed by  
Mehul Jayant Raval  
Date: 2026.02.06  
18:43:22 +05'30'