

February 14, 2020

To,

The National Stock Exchange of India Limited Listing Department Exchange Plaza, Bandra-Kurla Complex Bandra East, Mumbai – 400 051

Fax Nos.: 26598237 / 26598238

Dear Sir/ Madam,

To.

BSE Limited

Listing Department Phiroze Jeejebhoy Towers,

Dalal Street,

Mumbai - 400 001

Fax Nos.: 22723121 / 2037 / 2039

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

Sub.: Outcome of Meeting of the Board of Directors (the "Board") of Prime Focus Limited (the

"Company") held on February 14, 2020

With reference to our letter dated February 6, 2020 and pursuant to Regulation 30 (2) and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended thereto, we would like to inform that a meeting of the Board of the Company was held today i.e. February 14, 2020, wherein the Board inter-alia, considered and approved the following:

1. Un-audited (Consolidated and Standalone) Financial Results of the Company for the quarter and nine months ended December 31, 2019 as recommended by the Audit Committee. The Limited Review Report is received from the Statutory Auditors viz. M/s. Deloitte Haskins & Sells, Chartered Accountants for the quarter and nine months ended December 31, 2019;

A copy of Un-Audited Financial Results and the Limited Review Report are attached herewith.

Further, the Financial Results are made available on the Company's website at www.primefocus.com and will be published in the newspapers as required under the 'Listing Regulations'.

2. Re-appointment of Mr. Naresh Malhotra as Chairman and Whole-Time Director of the Company for period of 3(three) years w.e.f April 1, 2020 to March 31, 2023, upon recommendation of Nomination and Remuneration Committee, subject to the approval of shareholders of the Company at the ensuing General Meeting of the Company. The details as per SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015 are enclosed herewith as Annexure A.



Further, in compliance with SEBI directives dated June 14, 2018 to the Stock Exchanges, NSE Circular No. NSE/CML/2018/02 dated June 20, 2018 and BSE Circular No. LIST/COMP/ 14/2018-19 dated June 20, 2018, this is to affirm that Mr. Naresh Malhotra has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

3. Sale of 100% equity shares of its wholly-owned Direct subsidiary, PF Media Limited (Formerly known as Reliance Mediaworks (Mauritius) Limited), incorporated in Mauritius to PF World Limited, incorporated in Mauritius wholly-owned direct subsidiary of the Company, for a consideration upto USD 11 Million, subject to closing adjustments, required approvals if any.

As required under Regulation 30 read with Schedule III of the Listing Regulations, the requisite information to the above is enclosed herewith as **Annexure B**.

The Meeting of the Board commenced at 05:00 p.m. and concluded at 09:00 p.m.

Kindly take the above on your record and acknowledge receipt of the same.

Thanking You,

Paina Shah

Parina Shah

Company Secretary & Compliance Officer

Encl.: a/a



Annexure A

Particulars	Details						
Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Naresh Malhotra (DIN 00004597) as the Chairman and Whole-Time Director of the Company						
Date of Appointment	Effective from April 1, 2020, subject to approval of shareholders at the ensuing General Meeting of the Company						
Term of Appointment	April 1, 2020 to March 31, 2023						
Brief profile	Mr. Naresh Malhotra is Chairman and Whole-time Director of the Company. A veteran in the Indian M&E industry, best known for producing the Amitabh Bachchan starrer Shahenshah, Nareshji realized early the potential boom in the Indian television industry. He set up India's first digital audio studio in 90s and also started providing equipment rental services to TV and ad film makers						
Disclosure of relationships between directors	Mr. Naresh Malhotra and Mr. Namit Malhotra (Non-Executive Director) are related to each other by way of Father and Son relationship						





Annexure B

	Particulars of Information required	Particulars of Information provided						
a)	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	As at March 31, 2019, PF Media Limited (previously known as Reliance Mediaworks (Mauritius) Limited) has reported NIL Revenue and Networth of Rs. 184 crores which is 16.4% of standalone Networth						
b)	Date on which the agreement for sale has been entered into;	The share purchase agreement is expected to be executed within 90 days from February 14, 2020						
c)	The expected date of completion of sale / disposal;	On completion of conditions precedent as per the share purchase agreement which is expected to be executed within 90 days from February 14, 2020						
d)	Consideration received from such sale / disposal;	The consideration for this transaction would be upto USD 11 Million, subject to closing adjustments, if any						
e)	Brief details of buyers and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof;	The buyer is PF World Limited, incorporated in Mauritius which is a direct wholly-owned subsidiary of the Company.						
f)		Yes, the transaction is a related party transaction, and is undertaken on 'arms' length basis						
g)	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation / merger, shall be disclosed by the listed entity with respect to such slump sale.	NA						

Chartered Accountants 401- 404, OCEAN Sarabhai Compound Near Centre Square Mall Dr. Vikram Sarabhai Marg Vadodara - 390 023 Gujarat, India

Tel: +91 265 616 7100

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF PRIME FOCUS LIMITED

- 1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **PRIME FOCUS LIMITED** ("the Company"), for the quarter and nine months ended December 31, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For DELOITTE HASKINS & SELLS Chartered Accountants (Firm's Registration No. 117364W)

Abhijit A Damle (Partner)

(Membership No. 102912) (UDIN: 20102912AAAABF9726)

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Place: MUMBAI

Date: February 14, 2020

Chartered Accountants 401-404, OCEAN Sarabhai Compound Near Centre Square Mall-Dr. Vikram Sarabhai Marg Vadodara - 390 023 Gujarat, India

Tel: +91 265 616 7100

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF PRIME FOCUS LIMITED

- We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of PRIME FOCUS LIMITED ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and nine months ended December 31, 2019 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

- 4. The Statement includes the results of the following entities:
 - Prime Focus Limited
 - Dneg India Media Services Limited
 - De-Fi Media Limited
 - Prime Focus Technologies Limited
 - Prime Focus Technologies UK Limited
 - Prime Focus MEAD FZ LLC
 - Prime Post (Europe) Limited
 - Prime Focus Technologies Inc.
 - DAX PFT LLC
 - DAX Cloud ULC
 - Apptarix Mobility Solutions Private Limited
 - Prime Focus Production Services Private Limited
 - GVS Software Private Limited
 - Prime Focus Motion Pictures Limited
 - PF Digital Media Services Limited
 - PF World Limited (Mauritius)
 - · Prime Focus Luxembourg S.a.r.l.



- Prime Focus 3D Cooperatief U.A.
- · Prime Focus World N.V.
- Double Negative Canada Productions Limited
- · Double Negative Huntsman VFX Limited
- Vegas II VFX Limited
- · Prime Focus International Services UK Limited
- Prime Focus VFX USA Inc.
- DNEG Creative Services Limited
- · Prime Focus Academy of Media & Entertainment Studies Private Limited
- Double Negative India Private Limited
- Dneg Plc (formerly known as Dneg Limited)
- DNEG North America Inc.
- · Re: Define FX LTD
- Double Negative Montreal Productions Limited
- · Double Negative Holdings Limited U.K
- Double Negative Singapore Pte. Limited
- · Double Negative Films Limited, UK
- Double Negative LA LLC
- · Double Negative Limited
- · Prime Focus ME Holdings Limited
- Prime Focus China Limited
- · Prime Focus (HK) Holdings Limited
- · PF Investments Limited (Mauritius)
- · PF Overseas Limited (Mauritius)
- · Reliance MediaWorks (Mauritius) Limited
- · Reliance Lowry Digital Imaging Services Inc.
- Jam8 Prime Focus LLP
- 5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 6. We did not review the interim financial information / financial results of forty subsidiaries included in the consolidated unaudited financial results, whose interim financial information / financial results reflect total revenues of Rs 66,060.07 lakh and Rs 183,081.48 lakh for the quarter and nine months ended December 31, 2019 respectively, total net loss after tax of Rs 7,172.65 lakh and Rs. 9,218.54 lakh for the quarter and nine months ended December 31, 2019 respectively and total comprehensive loss of Rs 11,508.57 lakh and Rs 13,875.42 lakh for the quarter and nine months ended December 31, 2019 respectively, as considered in the Statement. These interim financial information / financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of these matters.



7. The consolidated unaudited financial results includes the interim financial information/ financial results of two subsidiaries which have not been reviewed by their auditors, whose interim financial information/ financial results reflect total revenue of Rs 2.05 lakh and Rs 2.05 lakh for the quarter and nine months ended December 31, 2019 respectively, total loss after tax of Rs 1.57 lakh and Rs 1.57 lakh for the quarter and nine months ended December 31, 2019 respectively and Total comprehensive loss of Rs 1.57 lakh and Rs 1.57 lakh for the quarter and nine months ended December 31, 2019 respectively, as considered in the Statement. According to the information and explanations given to us by the Management, these interim financial information / financial results are not material to the Group.

Our conclusion on the Statement is not modified in respect of our reliance on the interim financial information / results certified by the Management.

For DELOITTE HASKINS & SELLS Chartered Accountants

(Firm's Registration No. 117364W)

Abhijit A Damle

(Partner)

(Membership No. 102912)

(UDIN: 20102912AAAABG8257)

Place: MUMBAI

Date: February 14, 2020



PRIME FOCUS LIMITED

Registered Office : Prime Focus House, Opp Citi Bank, Linking Road

Khar (West), Mumbai, Maharashtra, India, 400052

CIN: L92100MH1997PLC108981

UNAUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2019

Rs. In Lakh

	Standalone						Consolidated						
Particulars	Quarter ended			Nine mon	Year ended		Quarter ended		Nine months ended		Year ended		
The state of the s	31.12.2019	30.09.2019	31.12.2018	31.12.2019	31.12.2018	31.03.2019	31.12.2019	30.09.2019	31.12.2018	31.12.2019	31.12.2018	31.03.2019	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
Income :													
Revenue from operations	3,124.56	2,936.51	4,031.36	9,388.03	10,615.13	15,255.88	73,368.87	65,789.57	64,475.54	2,04,920.60	1,84,747.32	2,51,062.41	
Other operating income	308.04	305.40	231.68	892.26	694.88	953.03	1,158.60	967.57	932.43	2,813.39	2.075.69	2.963.23	
Other income:													
a) Exchange gain (net)	42.10	5.43		6.95	-	-	-	1,603,38	4,166.65	1,348 98	6,281.01	8.031.18	
b) Others (net)	490.00	666.08	2,286.39	1,504.45	3,408 17	4,112.26	223,18	512.51	157.52	965.08	2,236.15	4 318 60	
Total income	3,964.70	3,913.42	6,549.43	11,791.69	14,718.18	20,321.17	74,750.65	68,873.03	69,732.14	2,10,048.05	1,95,340.17	2,66,375.42	
Expenses											Manage and a		
Employee benefits expense	562 80	565 69	959.97	1,856.71	2.805.34	3,748.11	45,081.12	41,840.67	37,981.33	1,28,671.05	1,16,789.22	1,56,047.87	
Employee stock option expense		38 46	83 34	120.89	2,116.22	2,197.74	9,595.80	806.35	265.16	10,683.69	2,701.49	3.143.29	
Technician fees	319.46	300 71	433 89	1,057.94	1,199 10	1,671.73	1 014 49	643.94	938 38	2,503.86	2,598.52	3,370.00	
Technical service cost	272.48	211.39	365 94	815.94	726.76	932.70	3.621.07	3.016 99	2,668.23	9,633.08	7,315.81	10,216.51	
Finance costs - towards extinguishment of financial liability	202.70	217.00		-		-			-		2,643.20	2,643.20	
Finance costs - Others	1,666.51	1,467.56	1.256.04	4 762 30	4 492 70	5,739.05	5.008.66	6,048.76	5,754.89	17,916.83	16,128.13	21,025 42	
Depreciation and amortisation expense	1.732 24	1,694.67	860.28	5,059.51	2 563 60	3,768 16	9,024.37	9.711.22	7,712 55	28,289.51	21,984 63	30,356 13	
Other expenditure	842.45	1.140.71	1 234 13	3,094 78	3.968 15	5,569 48	10,192.53	10,040.08	12,726 38	31,227.94	33,541.24	45,415 46	
Exchange loss (net)	012.10	1,140.11	59 00	5,057.0	51 32	15 12	1.464.62	10,040.00	12,720 50	01,227.04	30,041.24	45,415.45	
Total Expenses	5,395.94	5,419.19	5,252.59	16,768.07	17,923,19	23,642.09	86,002.66	72,108.01	68,046.92	2,28,925.96	2,03,702.24	2,72,217.88	
H ann) / Brofit before to	(4.424.24)	14 FOE 771	1,296.84	/4 DTC 30)	(3,205.01)	(3,320.92)	(11,252.01)	(3,234.98)	1,685.22	(18,877.91)	(8,362.07)	(5,842.46)	
(Loss) / Profit before tax	(1,431.24)	(1,505.77)	1,290.04	(4,976.38)	(3,205.01)	(3,320.92)	(11,252.01)	(3,234.90)	1,665.22	(10,077.91)	(0,362.07)	(5,842.46)	
Tax expense					272.00	022.00	(DAT 70)	244.02	227.05	500.00	4 277 22	0.000.00	
Current tax	1 205 75	(440.47)	(218 42)	1,143.28	273.08	273.08 (267.17)	(847.72) 903.17	314.93 (2.805.16)	337.93	588.88	1,377.82	2,228.92	
Deferred tax	1,285.75	(119.47)			(218.42)				(1,296.63)	(3,178.29)	(4,389 00)	(4,776.01)	
Net (Loss) / Profit for the year / period	(2,716.99)	(1,386.30)	1,515.26	(6,119.66)	(3,259.67)	(3,326.83)	(11,307.46)	(744.75)	2,643.92	(16,288.50)	(5,350.89)	(3,295.37)	
Other Comprehensive Income						1000		2000	200.000				
A (i) Items that will not be reclassified to profit or loss		-	-	-	-	17.96	0.11	(62.31)	(61.23)	(62 20)	143.52	1,55	
A (ii) Income tax relating to items that will not be reclassified to profit or loss		-	5.	-	-	(5.23)	- 5		(11.70)	-	(41.88)	0.26	
B (i) Items that will be reclassified to the profit or loss	-	-	-	-	7		(3.927 70)	(605.06)	(3,510.38)	(4,202.11)	(3,589 49)	(5.563.52)	
B (ii) Income tax relating to items that will be reclassified to profit or loss	:=:		-		-	-		-					
Total Other Comprehensive Income				+		12.73	(3,927.59)	(667.37)	(3,583.31)	(4,264.31)	(3,487.85)	(5,561.71)	
Total Comprehensive Income	(2,716.99)	(1,386.30)	1,515.26	(6,119.66)	(3,259.67)	(3,314.10)	(15,235.05)	(1,412.12)	(939.39)	(20,552.81)	(8,838.74)	(8,857.08)	
Net (Loss) / Profit attributable to					A-I-I-I-I								
Owners of the Company	(2.716.99)	(1.386.30)	1,515.26	(6,119 66)	(3 259 67)	(3,326.83)	(10.057.24)	(979 61)	2,678.62	(14,415.58)	(4,447 19)	(2,271 11)	
Non-controlling interests	18.1.1.2.2			40,110,000		-	(1.250.22)	234.86	(34.70)	(1,872,92)	(903.70)	(1,024.26)	
Other comprehensive income attributable to	1								-,			1/	
Owners of the Company		-	-	-	-	12.73	(3.716.69)	(698.71)	(3,341.58)	(4,083.26)	(3,461.72)	(5.519.6	
Non-controlling interests	-	- 1	-		-		(210.90)	31.34	(241.73)	(181 05)	(26 13)	(42 08)	
Total comprehensive income attributable to											,,	1	
Owners of the Company	(2.716.99)	(1,386.30)	1.515.26	(6,119 66)	(3.259.67)	(3,314.10)	(13,773.93)	(1,678.32)	(662.96)	(18,498.84)	(7,908.91)	(7,790.76)	
Non-controlling interests	-	(1,000,00)	-	-		-	(1,461 12)	266.20	(276.43)	(2,053 97)	(929 83)	(1 066 32)	
Earnings Per Share													
(a) Basic	(0.91)	(0.46)	0.51	(2.05)	(1.09)	(1.11)	(3 78)	(0.25)	0.88	(5.44)	(1.79)	(1 10)	
	(0.91)	(0.46)	0.50	(2.05)	(1.09)	(1.11)	(3.78)	(0.25)	0.87	(5.44)	(1.79)		
(b) Diluted	(0.91)										(1.79)	(1 10)	
Paid-up equity share capital Face value - Re. 1/- per share)	2,991 82	2,991.82	2,991.66	2,991.82	2,991 66	2,991.82	2,991.82	2,991.82	2,991.66	2,991 82	2,991.66	2,991 82	



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PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Opp. Citi Bank, Linking Road Khar (West), Mumbai, Maharashtra, India, 400052 CIN: L92100MH1997PLC108981

Notes to Standalone and Consolidated Unaudited Financial Results for the quarter and nine months ended December 31, 2019:

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors, at their respective meetings held on February 14, 2020. The Statutory Auditors of the Company have carried out a limited review of these results.
- Based on the information reviewed by the Chief Operating Decision Maker (CODM), the Company has single operating segment, being integrated post production services.
- Pursuant to the shareholders' approval, a business transfer agreement (the "BTA") has been executed
 during the quarter, between Prime Focus Limited (the "Company") and DNEG Creative Services Limited,
 a subsidiary of the Company ("DNEG"), for sale of the Company's VFX business on a slump sale basis,
 for a consideration of Rs. 27,000 lakhs, subject to closing conditions as specified in the BTA.
- 4. Employee Stock Option expense includes charge of Rs. 9,037.00 lakhs towards stock options granted by Prime Focus World N.V. a component to a key managerial person which vested with immediate effect and towards modification to the exercise price of the unvested options issued in the past to its employees.
- 5. The Group has adopted Ind AS 116 on "Leases" with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 on "Leases" and related interpretation and guidance. The Group has applied Ind AS 116 using modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings as at April 1, 2019. As a result, the comparative information has not been restated.

During the quarter and nine months ended December 31, 2019, the Company has recognised interest expense on lease liabilities amounting to Rs 906.71 lakhs [Rs 87.04 lakhs] and Rs 2,718.80 lakhs [Rs 258.96 lakhs] respectively and depreciation on right-of-use assets amounting to Rs 1.493.70 lakhs [Rs 163.89 lakhs] and Rs 4,722.05 lakhs [Rs 463.72 lakhs] respectively. Consequently, rental expenses are lower by Rs 2,106.35 lakhs [Rs 176.62 lakhs] and Rs 6,474.91 lakhs [Rs 527.50 lakhs] respectively.

- * figures in brackets are pertaining to standalone financial results of the Company.
- Previous period figures have been regrouped and re-arranged wherever necessary to correspond to the figures of the current period.

For and on behalf of the Board of Directors

Naresh Malhotra

DIN No. 00004597

Director

Place: Mumbai

Date: February 14, 2020

HASKING POR BARODA MIN