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February 14, 2017

To,  
The 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  
PhirozeJeejebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Fax Nos.:22723121/2037/2039

Dear Sir/Madam,

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

**Sub.: Outcome of Board Meeting held on February 14, 2017**

Pursuant to Regulation 30, 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Uniform Listing Agreement entered by the Company with your exchange, we would like to inform that a meeting of Board of Directors of the Company was held today i.e. February 14, 2017 and the Board has inter-alia:

Considered and approved the Un-audited Financial Results along with the Limited Review Report received from the Statutory Auditor viz. M/s. Deloitte Haskins & Sells, Chartered Accountants for the Quarter and Nine Months ended December 31, 2016.

Please find enclosed herewith the Un-audited Financial Results and Limited Review Report for the Quarter and Nine Months ended December 31, 2016.

Pursuant to the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Meeting commenced at 3.00 p.m. and concluded at 8 p.m.

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

Thanking You  
For Prime Focus Limited

*Parina Shah*

Parina Shah  
Company Secretary & Compliance Officer

Encl.: a/a

## INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM 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, 2016 ("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 modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in 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 issue a report on the Statement based on our review.

2. 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. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards 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 modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, 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)

MUMBAI, February 14, 2017

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

### TO THE BOARD OF DIRECTORS OF PRIME FOCUS LIMITED

1. 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, 2016 ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in 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 issue a report on the Statement based on our review.

2. 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. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Parent's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the results of the following entities:
  - Prime Focus Limited
  - Gener8 India Media Services Limited
  - De-Fi Media Limited (Formally known as Prime Focus International Limited)
  - Prime Focus Technologies Private Limited
  - Prime Focus Technologies UK Limited
  - Prime Post (Europe) Limited
  - Prime Focus Technologies Inc.
  - DAX PFT LLC
  - DAX Cloud ULC
  - Prime Focus Visual Effects Private Limited
  - GVS Software Private Limited
  - Prime Focus Motion Pictures Limited
  - Prime Focus 3D India Private Limited

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- PF World Limited (Mauritius)
  - Prime Focus Luxembourg S.a.r.l.
  - Prime Focus 3D Cooperatief U.A.
  - Prime Focus World N.V.
  - Gener8 Digital Media Services Limited, Canada
  - Prime Focus World Creative Services Private Limited
  - Double Negative India Private Limited
  - Prime Focus Creative Services Canada Inc.
  - Vegas II VFX Limited
  - Prime Focus North America Inc.
  - 1800 Vine street LLC (USA)
  - Prime Focus International Services UK Limited
  - Double Negative Holdings Limited U.K
  - Double Negative Limited
  - Double Negative Singapore Pte Limited
  - Double Negative Canada Productions Limited
  - Double Negative Huntsman VFX Limited
  - Double Negative Film Limited, UK
  - Prime Focus VFX USA Inc.
  - Prime Focus World Malaysia Sdn Bhd
  - 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.
  - Prime Focus Malaysia Sdn Bhd
4. We did not review the interim financial results / information of eight subsidiaries included in the consolidated unaudited financial results, whose interim financial results / information reflect total revenues of Rs. 29,187.23 Lakh and Rs. 83,310.19 Lakh for the quarter and nine months ended December 31, 2016, respectively, and total loss after tax of Rs 29.27 Lakh and Rs. 7,008.48 Lakh and Total comprehensive income of Rs. 17.28 Lakh and loss of Rs. 7,001.30 Lakh for the quarter and nine months ended December 31, 2016, respectively, as considered in the consolidated unaudited financial results.

These interim financial results / information have been reviewed by other auditors whose reports have been furnished to us by the Management and our report 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.

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5. Based on our review conducted as stated above and based on the consideration of the reports of the other auditors referred to in paragraph 4 above , nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the aforesaid Indian Accounting Standards 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 modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The consolidated unaudited financial results includes the interim financial results / information of twenty one subsidiaries which have not been reviewed by their auditors, whose interim financial results / information reflect total revenue of Rs. 5,472.81 Lakh and Rs. 11,668.01 Lakh for the quarter and nine months ended December 31, 2016, respectively, and total profit after tax of Rs. 431.90 Lakh and Rs. 923.96 Lakh and Total comprehensive income of Rs. 431.90 Lakh and Rs. 923.96 Lakh Lakh for the quarter and nine months ended December 31, 2016, respectively, as considered in the consolidated unaudited financial results.

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

7. The comparative financial information for the quarter and six months ended December 31, 2015 in respect of eight subsidiaries included in this Statement prepared in accordance with the Indian Accounting Standards ("Ind AS") have been reviewed by other auditors and have been relied upon by us.

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



Abhijit A. Damle  
Partner  
(Membership No. 102912)

MUMBAI, February 14, 2017





Prime Focus Limited  
 Registered Office : Prime Focus House, Opp Citi Bank, Linking Road  
 Khar (West), Mumbai, Maharashtra, India, 400052  
 CIN: L92100MH1997PLC109981

Statement of standalone and consolidated unaudited financial results for the quarter and nine months period ended December 31, 2016

| Sr No. | Particulars   | Standalone    |            |                          |            |                         |            | Consolidated  |            |                          |             |                         |  |
|--------|---|---------------|------------|--------------------------|------------|-------------------------|------------|---------------|------------|--------------------------|-------------|-------------------------|--|
|        |   | Quarter ended |            | Nine months period ended |            | Six months period ended |            | Quarter ended |            | Nine months period ended |             | Six months period ended |  |
|        |   | 31.12.2016    | 30.09.2016 | 31.12.2015               | 31.12.2016 | 31.12.2015              | 31.12.2016 | 31.12.2015    | 30.09.2016 | 31.12.2015               | 31.12.2016  | 31.12.2015              |  |
| 1      | Income from operations  | 3,615.45      | 3,965.27   | 3,435.35                 | 11,331.68  | 7,035.49                | 50,611.74  | 46,551.73     | 46,491.57  | 149,734.85               | 90,485.49   |                         |  |
|        | Net sales / income from operations  | 247.23        | 215.43     | 298.78                   | 683.11     | 584.29                  | 106.43     | 360.54        | 360.54     | 255.85                   | 1,223.17    |                         |  |
|        | Other operating income  | 3,862.68      | 4,200.70   | 3,734.13                 | 12,016.79  | 7,619.78                | 50,718.17  | 46,651.24     | 46,851.11  | 149,990.70               | 91,708.66   |                         |  |
| 2      | Total income from operations  | 764.64        | 852.00     | 738.84                   | 2,408.70   | 1,387.67                | 26,873.15  | 28,758.82     | 28,264.46  | 87,186.92                | 56,381.56   |                         |  |
|        | Expenses  | 1,081.28      | 482.44     | -                        | 1,563.72   | -                       | 1,131.03   | 530.70        | 70.31      | 1,724.45                 | 157.74      |                         |  |
|        | Employee benefits expense   | 517.91        | 483.73     | 484.43                   | 1,490.93   | 975.67                  | 727.05     | 793.91        | 787.82     | 2,437.95                 | 1,764.42    |                         |  |
|        | Employee stock option expense   | 115.59        | 338.38     | 355.99                   | 355.99     | 810.12                  | 1,650.02   | 1,547.25      | 1,966.15   | 4,853.13                 | 4,231.81    |                         |  |
|        | Technical fees  | 777.55        | 774.58     | 819.93                   | 2,319.63   | 1,634.83                | 6,531.05   | 7,009.89      | 6,165.92   | 20,441.80                | 12,787.16   |                         |  |
|        | Technical service cost  | 1,177.49      | 1,107.88   | 1,152.17                 | 3,253.12   | 2,079.40                | 9,236.41   | 8,149.88      | 8,677.06   | 25,713.61                | 16,798.27   |                         |  |
|        | Depreciation and amortisation expense   | -             | 633.99     | 133.50                   | 322.17     | -                       | -          | 963.73        | -          | 775.25                   | -           |                         |  |
|        | Other expenditure (net)   | 4,434.46      | 4,404.08   | 3,667.25                 | 11,714.46  | 6,887.69                | 46,148.71  | 47,754.18     | 45,931.72  | 145,133.11               | 92,120.98   |                         |  |
|        | Exchange loss (net)   | (571.78)      | (203.38)   | 66.88                    | 302.33     | 732.09                  | 4,569.46   | (1,102.94)    | 920.39     | 6,857.59                 | (412.32)    |                         |  |
| 3      | Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)  | 288.77        | 251.57     | 434.82                   | 1,267.06   | 689.84                  | 84.46      | 1,717.95      | 773.80     | 1,924.94                 | 2,939.29    |                         |  |
| 4      | Other income  | 743.28        | 48.19      | 501.70                   | 1,569.39   | 1,789.45                | 4,795.34   | 615.01        | 1,765.12   | 8,782.53                 | 2,627.02    |                         |  |
| 5      | Profit from ordinary activities before finance costs and exceptional items (3 + 4)                | 712.99        | 768.80     | 683.05                   | 2,316.13   | 1,310.90                | 2,294.07   | 3,254.47      | 3,112.44   | 8,381.77                 | 5,451.09    |                         |  |
| 6      | Finance costs   | (252.72)      | (720.61)   | (181.35)                 | (746.74)   | 478.55                  | 2,441.27   | (2,639.46)    | (1,347.32) | 200.76                   | (2,824.07)  |                         |  |
| 7      | Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6) | -             | (1,845.73) | -                        | (1,845.73) | 478.55                  | 2,441.27   | (3,054.39)    | (1,943.23) | 9,971.94                 | (1,821.85)  |                         |  |
| 8      | Exceptional items (Refer note 5)  | (410.37)      | 539.81     | 60.27                    | 178.72     | 283.44                  | (377.13)   | 895.78        | 278.53     | 577.59                   | 548.38      |                         |  |
| 9      | Profit / (Loss) from ordinary activities before tax (7 - 8)                                       | 157.65        | 585.31     | (241.62)                 | 920.27     | 195.11                  | 2,818.40   | (3,950.17)    | (2,231.75) | 9,394.35                 | (5,194.30)  |                         |  |
| 10     | Tax expense   | -             | -          | -                        | -          | 195.11                  | 550.51     | (335.32)      | (377.64)   | 521.09                   | (1,024.05)  |                         |  |
| 11     | Net Profit / (Loss) after tax and before minority (9 + 10)  | 157.65        | 585.31     | (241.62)                 | 920.27     | 195.11                  | 2,267.89   | (3,614.85)    | (1,844.11) | 8,873.26                 | (4,170.25)  |                         |  |
| 12     | Minority interest   | -             | -          | -                        | -          | 195.11                  | (2,719.06) | 231.66        | (6,854.99) | (6,525.37)               | (6,848.30)  |                         |  |
| 13     | Net Profit / (Loss) for the period (11 - 12)  | 157.65        | 585.31     | (241.62)                 | 920.27     | 195.11                  | (471.17)   | (3,383.19)    | (8,699.10) | 4,347.89                 | (11,018.55) |                         |  |
| 14     | Other comprehensive income (net of tax)   | 2,988.79      | 2,988.79   | 2,988.79                 | 2,988.79   | 2,988.79                | 2,988.79   | 2,988.79      | 2,988.79   | 2,988.79                 | 2,988.79    |                         |  |
| 15     | Total comprehensive income (net of tax) (13 + 14)   | 3,146.44      | 3,574.10   | 2,742.87                 | 3,909.06   | 4,183.90                | 5,457.18   | (3,394.40)    | (5,710.31) | 7,336.68                 | (8,029.76)  |                         |  |
| 16     | Paid-up equity share capital  | 3,146.44      | 3,146.44   | 3,146.44                 | 3,146.44   | 3,146.44                | 3,146.44   | 3,146.44      | 3,146.44   | 3,146.44                 | 3,146.44    |                         |  |
| 17     | (Face value - Re. 1/- per share)  | 0.05          | 0.05       | 0.05                     | 0.05       | 0.05                    | 0.05       | 0.05          | 0.05       | 0.05                     | 0.05        |                         |  |
|        | Earnings Per Share (before exceptional items and net off tax)                                     | 0.05          | 0.05       | 0.05                     | 0.05       | 0.05                    | 0.05       | 0.05          | 0.05       | 0.05                     | 0.05        |                         |  |
|        | (a) Basic   | 0.05          | 0.05       | 0.05                     | 0.05       | 0.05                    | 0.05       | 0.05          | 0.05       | 0.05                     | 0.05        |                         |  |
|        | (b) Diluted   | 0.05          | 0.05       | 0.05                     | 0.05       | 0.05                    | 0.05       | 0.05          | 0.05       | 0.05                     | 0.05        |                         |  |
|        | Earnings Per Share (after exceptional items)  | 0.05          | 0.05       | 0.05                     | 0.05       | 0.05                    | 0.05       | 0.05          | 0.05       | 0.05                     | 0.05        |                         |  |
|        | (a) Basic   | 0.05          | 0.05       | 0.05                     | 0.05       | 0.05                    | 0.05       | 0.05          | 0.05       | 0.05                     | 0.05        |                         |  |
|        | (b) Diluted   | 0.05          | 0.05       | 0.05                     | 0.05       | 0.05                    | 0.05       | 0.05          | 0.05       | 0.05                     | 0.05        |                         |  |



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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, 2016:**

1. Results for the quarter and nine months ended December 31, 2016 and for the quarter ended September 30, 2016 are in compliance with Indian Accounting Standards (Ind-AS) notified by the Ministry of Corporate Affairs. The previous year of the Company was for a period of nine months from July 1, 2015 to March 31, 2016. The comparative period presented is for the six months ended December 31, 2015 and hence is not strictly comparable with the current nine months ended December 31, 2016. The results for the quarter ended December 31, 2015 and the six months ended December 31, 2015 have been restated to comply with Ind-AS.
2. The Audit Committee has reviewed the above results and the Board of Directors has approved the above results and its release at their respective meetings held on February 14, 2017. The Statutory Auditors of the Company have carried out a Limited Review of the aforesaid results.
3. The Post Production business is the primary segment for the Company.
4. Vide Business Transfer Agreement dated November 19, 2014 between the Company, Reliance Media Works Limited (RMW) and Reliance Land Private Limited, the Company acquired RMW's film and media services business for consideration other than cash. In accordance with the said Agreement, the transfer of BOT Agreement pertaining to the Studio including other business assets and liabilities related to the BOT Agreement ("Studios") and debt facilities of Rs. 20,000 lakhs was to be effected post receipt of the necessary additional approvals. Pending receipt of the additional approvals, the Studios' and the debt facilities have not been transferred to and recorded by the Company. However, based on the mutual understanding with RMW, the Company, continues to operate the Studio, recognise revenue from operations and incurs operating expenses including obligations towards lease rentals and property tax.
5. Exceptional items for the period is as tabulated below:

Rs. in lakhs

| Particulars                         | Standalone                      |                                  |                                 |                                     |                                    |
|-------------------------------------|---------------------------------|----------------------------------|---------------------------------|-------------------------------------|------------------------------------|
|                                     | Quarter ended December 31, 2016 | Quarter ended September 30, 2016 | Quarter ended December 31, 2015 | Nine months ended December 31, 2016 | Six months ended December 31, 2015 |
| Profit on redemption of investments | -                               | (1,845.73)                       | -                               | (1,845.73)                          | -                                  |
|                                     | -                               | (1,845.73)                       | -                               | (1,845.73)                          | -                                  |

Rs. in lakhs

| Particulars                       | Consolidated                    |                                  |                                 |                                     |                                    |
|-----------------------------------|---------------------------------|----------------------------------|---------------------------------|-------------------------------------|------------------------------------|
|                                   | Quarter ended December 31, 2016 | Quarter ended September 30, 2016 | Quarter ended December 31, 2015 | Nine months ended December 31, 2016 | Six months ended December 31, 2015 |
| Profit on sale of investments#    | -                               | -                                | -                               | (10,186.11)                         | -                                  |
| Restructuring & integration costs | -                               | 414.93                           | 595.90                          | 414.93                              | 1,821.85                           |
|                                   | -                               | 414.93                           | 595.90                          | (9,771.18)                          | 1,821.85                           |

# During the quarter ended June 30, 2016, the Group sold 30% membership interest in Digital Domain – Reliance LLC to Digital Domain Holdings Limited and the profit on the said sale is Rs. 10,186.11 lakhs.

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6. The reconciliation between financial results as reported under Indian GAAP and Ind AS are summarised as follows:

|   | Rs. in lakhs                                  |                   |   |                   |
|---|---|-------------------|---|-------------------|
|   | Three month period ended<br>December 31, 2015 |                   | Six month period ended<br>December 31, 2015 |                   |
|   | Standalone                                    | Consolidated      | Standalone                                  | Consolidated      |
| Previously reported net profit / (loss) as per Indian GAAP  | 113.20  | (1,140.29)        | 610.78                                      | (2,842.01)        |
| Impact of depreciation / amortisation due to fair valuation of assets   | (80.57)                                       | (348.54)          | (161.14)                                    | (756.93)          |
| Impact of share based payments  | -   | 74.86             | -   | 127.24            |
| Measurement of financial assets, liabilities and embedded derivatives at amortised cost / fair value, as applicable | (228.08)                                      | (539.77)          | (270.61)                                    | (898.00)          |
| Attribution of time value of money to financial assets and deferred consideration for acquisitions                  | (0.01)  | (246.71)          | (0.19)                                      | (462.25)          |
| Others  | (169.29)                                      | 52.76             | (137.73)                                    | 117.28            |
| Impact of tax including deferred tax  | 123.13  | 228.33            | 154.00                                      | 371.81            |
| Impact of non-controlling interest  | -   | 75.25             | -   | 172.61            |
| <b>Profit / (loss) as per IND-AS</b>  | <b>(241.62)</b>                               | <b>(1,844.11)</b> | <b>195.11</b>                               | <b>(4,170.25)</b> |

Further transition adjustments may be required to the financial statements as at March 31, 2016 including those arising from new or revised standards or interpretations issued by the Ministry of Corporate Affairs or changes in use of one or more optional exemptions from full retrospective application of certain Ind AS Standards.

7. Previous period figures have been regrouped and re-arranged wherever necessary to correspond to the figures of the current period.

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For and on behalf of the Board of Directors



**Ramakrishnan Sankaranarayanan**  
Managing Director  
DIN No. 02696897

**Place:** Mumbai  
**Date:** February 14, 2017