

**PRIME FOCUS LIMITED**

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

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

CIN: L92100MH1997PLC108981

STATEMENT OF STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED MARCH 31, 2016

Rs. In Lac

Sr No.	Particulars	Standalone					Consolidated				
		Quarter Ended			Nine Months Period Ended	Year ended	Quarter Ended			Nine Months Period Ended	Year ended
		31.03.2016	31.12.2015	31.03.2015	31.03.2016	30.06.2015	31.03.2016	31.12.2015	31.03.2015	31.03.2016	30.06.2015
		(Unaudited) Refer note 9	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Unaudited) Refer note 9	(Unaudited)	(Unaudited)	(Audited)	(Audited)
Part I											
1	Income from operations										
	Net sales / income from operations	4,073.12	3,435.35	2,505.84	11,108.61	11,349.36	42,533.50	46,491.57	40,597.60	133,018.99	153,797.45
	Other operating income	206.69	291.71	263.25	776.84	1,010.14	4,039.30	360.54	1,456.34	5,262.47	6,961.05
	Total income from operations	4,279.81	3,727.06	2,769.09	11,885.45	12,359.50	46,572.80	46,852.11	42,053.94	138,281.46	160,758.50
2	Expenses										
	Employee benefits expense	878.86	738.84	477.16	2,266.53	2,259.28	29,230.69	28,409.63	23,293.83	85,897.23	92,635.74
	Technician fees	503.88	484.43	373.81	1,479.55	1,583.18	705.04	787.82	560.77	2,469.46	2,775.04
	Technical service cost	31.39	338.43	68.20	469.47	688.91	371.87	1,966.15	1,590.51	4,603.70	5,145.48
	Depreciation and amortisation expense	762.98	739.36	492.84	2,236.67	2,356.63	8,042.49	5,817.38	4,865.54	20,072.72	22,114.13
	Other expenditure (net)	1,118.96	949.12	1,023.01	3,344.56	3,004.01	8,279.10	8,532.81	6,079.99	24,962.76	32,354.21
	Exchange loss (net)	91.42	-	54.64	-	-	-	-	14.21	-	3,725.38
	Total Expenses	3,387.49	3,250.18	2,489.66	9,796.78	9,892.01	46,629.19	45,513.79	36,404.85	138,005.87	158,749.98
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	892.32	476.88	279.43	2,088.67	2,467.49	(56.39)	1,338.32	5,649.09	275.59	2,008.56
4	Other income:										
	a) Exchange gain (net)	-	35.83	-	413.82	168.13	299.09	786.86	-	3,251.44	-
	b) Others (net)	429.22	425.42	276.38	1,096.65	934.46	1,145.81	45.69	883.12	1,195.99	1,955.95
5	Profit from ordinary activities before finance costs and exceptional items (3 ± 4)	1,321.54	938.13	555.81	3,599.14	3,570.08	1,388.51	2,170.87	6,532.21	4,723.02	3,964.51
6	Finance costs	855.49	641.53	737.94	2,084.87	2,466.79	3,917.95	2,510.79	1,421.05	8,203.87	7,272.55
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6)	466.05	296.60	(182.13)	1,514.27	1,103.29	(2,529.44)	(339.92)	5,111.16	(3,480.85)	(3,308.04)
8	Exceptional items	-	-	1,069.72	-	1,570.32	6,528.43	595.90	3,975.61	8,350.28	24,754.80
9	Profit / (Loss) from ordinary activities before tax (7 ± 8)	466.05	296.60	(1,251.85)	1,514.27	(467.03)	(9,057.87)	(935.82)	1,135.55	(11,831.13)	(28,062.84)
10	Tax expense	240.92	183.40	511.43	678.36	2,343.98	1,444.04	506.86	2,163.32	2,364.23	3,252.51
11	Net Profit / (Loss) from ordinary activities for the period / year (9 ± 10)	225.13	113.20	(1,763.28)	835.91	(2,811.01)	(10,501.91)	(1,442.68)	(1,027.77)	(14,195.36)	(31,315.35)
12	Minority interest	-	-	-	-	-	(2,496.41)	(302.39)	1,001.54	(3,347.85)	(2,093.07)
13	Net Profit / (Loss) for the period / year(11 ± 12)	225.13	113.20	(1,763.28)	835.91	(2,811.01)	(8,005.50)	(1,140.29)	(2,029.31)	(10,847.51)	(29,222.28)
14	Paid-up equity share capital (Face value - Rs. 1/- per share)	2,988.79	2,988.79	1,854.17	2,988.79	2,988.79	2,988.79	2,988.79	1,854.17	2,988.79	2,988.79
15	Reserves Excluding Revaluation Reserves as per Balance Sheet of previous accounting year				99,969.97	101,311.27				92,514.00	108,194.09
16	Debenture redemption reserve (already included in 15 above)				5,975.25	5,866.56					
17	Net worth				102,958.76	104,300.06					
18	Earning Per Share (after exceptional items)										
	(a) Basic	0.08	0.04	(0.95)	0.28	(1.33)	(2.68)	(0.38)	(0.66)	(3.63)	(13.79)
	(b) Diluted	0.08	0.04	(0.95)	0.28	(1.33)	(2.68)	(0.38)	(0.66)	(3.63)	(13.79)
	Earning Per Share (before exceptional items and net off tax)										
	(a) Basic	0.08	0.04	(0.49)	0.28	(0.67)	(0.49)	(0.18)	0.02	(0.84)	(2.19)
	(b) Diluted	0.08	0.04	(0.49)	0.28	(0.67)	(0.49)	(0.18)	0.02	(0.84)	(2.19)
19	Debt service coverage ratio (No of times)				0.94	0.48					
20	Interest service coverage ratio (No of times)				1.27	1.07					
21	Debt - equity ratio				0.48	0.36					





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CIN: L92100MH1997PLC108981

STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31,2016

Rs. In Lac

	Standalone		Consolidated	
	31.03.2016	30.06.2015	31.03.2016	30.06.2015
	Audited	Audited	Audited	Audited
Equity and Liabilities				
Shareholders' funds				
Share Capital	2,988.79	2,988.79	2,988.79	2,988.79
Reserves and Surplus	99,969.97	101,311.27	92,514.00	108,194.10
	102,958.76	104,300.06	95,502.79	111,182.89
Minority Interest	-	-	13,221.70	15,401.65
Non-current liabilities				
Long-term borrowings	51,398.79	36,421.37	66,023.58	57,737.97
Deferred tax liability (net)	-	-	1,246.86	925.77
Other long-term liabilities	356.76	6,356.76	31,918.04	39,258.20
Long-term provisions	217.90	224.71	646.47	488.90
	51,973.45	43,002.84	99,834.95	98,410.84
Current liabilities				
Short-term borrowings	7,003.58	7,127.07	42,646.79	24,242.73
Trade payables	2,319.35	1,886.10	20,123.70	25,047.92
Other current liabilities	6,428.07	6,213.93	69,992.18	63,497.27
Short-term provisions	339.57	132.35	1,492.91	1,015.39
	16,090.57	15,359.45	134,255.58	113,803.31
TOTAL	171,022.78	162,662.35	342,815.02	338,798.69
Assets				
Non-current assets				
Fixed assets				
Tangible assets	27,167.70	26,942.94	66,929.94	80,711.71
Intangible assets	306.11	235.35	54,517.80	52,763.78
Capital work-in-progress	30.42	8.44	89.61	34.24
Intangible assets under development	83.75	22.13	4,987.98	4,413.79
Goodwill on consolidation	-	-	83,171.91	80,297.12
Non-current investments	87,267.28	86,428.18	8,845.01	8,573.98
Deferred tax asset (net)	6,248.02	5,844.14	6,248.02	5,844.14
Long-term loans and advances	10,164.30	9,469.19	16,455.13	16,457.39
Other non-current assets	-	-	-	6.82
	131,267.58	128,950.37	241,245.40	249,102.97
Current assets				
Inventories	-	-	62.07	56.44
Trade receivables	8,340.34	5,374.43	41,837.42	37,563.19
Cash and bank balances	517.58	562.10	11,348.41	6,162.33
Short-term loans and advances	29,512.51	26,137.85	34,221.36	26,465.62
Other current assets	1,384.77	1,637.60	14,100.36	19,448.14
	39,755.20	33,711.98	101,569.62	89,695.72
TOTAL	171,022.78	162,662.35	342,815.02	338,798.69





PRIME FOCUS LIMITED

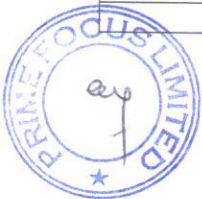
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Notes to Standalone and Consolidated Financial Results for the quarter and nine months ended March 31, 2016:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at its Meeting held on May 30, 2016.
2. The Post Production business is the primary segment for the Company. Since, the Company's entire operations are governed by the same set of risks and returns, these have been considered as representing a single segment.
3. 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 lac 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, recognize revenue from operations and incurs operating expenses including obligations towards lease rentals and property tax.
4. Exceptional costs for the period is as tabulated below:

Particulars	Standalone					Rs. In lac
	Quarter ended March 31, 2016	Quarter ended December 31, 2015	Quarter ended March 31, 2015	Nine month ended March 31, 2016	Year ended June 30, 2015	
Loss on disinvestment of subsidiary	-	-	1,069.72	-	1,069.72	
Provision for doubtful debts / Advances (net)	-	-	-	-	500.60	
	-	-	1,069.72	-	1,570.32	

Particulars	Consolidated					Rs. In lac
	Quarter ended March 31, 2016	Quarter ended December 31, 2015	Quarter ended March 31, 2015	Nine month ended March 31, 2016	Year ended June 30, 2015	
Loss on sale of building	1,036.97	-	-	1,036.97	-	
Restructuring and integration*	5,491.46	595.90	870.51	7,313.31	6,191.47	
Provision / write off for loan to subsidiary	-	-	-	-	13,532.50	
Loss on disinvestment of subsidiary	-	-	3,105.10	-	4,530.23	
Provision for doubtful debts / Advances (net)	-	-	-	-	500.60	
	6,528.43	595.90	3,975.61	8,350.28	24,754.80	



*During the latter half of 2015, the management team of Prime Focus World NV decided to close Double Negative Singapore PTE. Ltd, an outsourcing facility that provided support to Double Negative Limited as part of an overall strategy to improve efficiencies and reduce costs. As part of the strategy to reduce costs, an outsourcing facility in India has been set-up. The Indian facility was in operation from October 2015.

An announcement was made in September 2015 to staff for the planned curtailment of Double Negative Singapore PTE. Ltd and a public announcement of closure was made in March 2016. Discussions in this regards are in progress with Economic Development Board (EDB), consequent to which closure of the Singapore operations will be completed in the year 2016-17.

The above includes restructuring and integration costs pertaining to Singapore operations:

- Redundancy costs of Rs. 74.74 lac
- Provision for dilapidations of Rs. 366.11 lac
- The write off of receivables from the Economic Development Board of Rs. 2,095.29 lac
- Other costs of Rs. 3,339.26 lac for the period from October 2015 to March 2016

5. Ratio have been calculated as follows:

- a. Debt Service Coverage Ratio = Profit before exceptional items, Interest on long term loans, Depreciation and Tax/ (Principal repayment / transfer of total long term loans + Interest on long term loans).
 - b. Interest Service Coverage Ratio = Profit before exceptional items, Interest on long term loans, Depreciation and Tax/ Interest on long term loans.
 - c. Debt Equity Ratio = Total borrowings (principal)/ Shareholders Funds.
6. Net worth means the aggregate value of the paid-up Share Capital and all reserve created out of by profits and securities premium account, as per the audited balance sheet; but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
7. Company's Non-convertible debentures series A and B of Rs. 19,010 lac has credit rating of 'BBB+'. There is no change in rating during this quarter.
8. The current financial period of the Company is for a period of nine months from July 01, 2015 to March 31, 2016. Accordingly, figures for the year ended June 30, 2015 have been provided as corresponding figures against the figures for the nine months period ended March 31, 2016 and are, therefore, not strictly comparable.
9. The figures for the three months ended March 31, 2016, is the balancing figures between the audited figures in respect of the current financial period and the published year to date figures upto six months of the relevant financial period.
10. 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




Ramakrishnan Sankaranarayanan
Managing Director
DIN No. 02696897

Place: Mumbai
Date: May 30, 2016

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF PRIME FOCUS LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of PRIME FOCUS LIMITED ("the Company") for the period from 1st July, 2015 to 31st March, 2016 (the "Statement"), being submitted by the Company pursuant to the requirements of Regulations 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the related standalone financial statements which are in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) is presented in accordance with the requirements of Regulations 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (ii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net profit and other financial information of the Company for the period ended 31st March, 2016.



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4. The Statement includes the results for the Quarter ended 31st March, 2016 being the balancing figure between audited figures in respect of the full financial period and the published period to date figures up to the second quarter of the current financial period which were subject to limited review by us.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm's Registration No. 117364W)



Abhijit. A. Damle

(Partner)

(Membership No. 102912)

Mumbai, Dated: 30th May, 2016

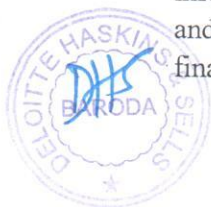
INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF PRIME FOCUS LIMITED

1. We have audited the accompanying Statement of Consolidated Financial Results of **PRIME FOCUS LIMITED** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the period 1st July, 2015 to 31st March, 2016 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared on the basis of the related consolidated financial statements which in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Holding Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3. We did not audit the financial statements / consolidated financial statements of 17 subsidiaries, whose financial statements / consolidated financial statements reflect total assets of Rs. 303,673 lac as at 31st March, 2016 and total revenues of Rs. 112,161 lac for the year/period ended on that date. The financial information of the said subsidiaries for the year/period ended 31st March, 2016, as considered in the consolidated financial statements for the nine months period ended 31st March, 2016, has been derived by making appropriate adjustments, to the financial information as per the aforementioned audited financial statements/consolidated financial statements for the year/period ended 31st March, 2016. The financial information so derived of the said subsidiaries reflect total assets of Rs. 177,486 lac as at 31st March, 2016 and total revenues of Rs. 80,340 lac for the period ended on that date, as considered in the consolidated financial statements. These financial statements / consolidated financial statements have been audited by



Deloitte Haskins & Sells

other auditors whose reports have been furnished to us by the Management and our opinion 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.

4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors referred to in paragraph 3 above, the Statement:

a. includes the results of the following entities:

i) Subsidiary companies

Prime Focus Technologies Private Limited
De-fi Media Limited (formerly known as Prime Focus International Limited)
Prime Focus Visual Effects Private Limited
GVS Software Private Limited
Prime Focus Motion Pictures Limited
PF World Limited (Mauritius)
PF Investments Limited (Mauritius)
Prime Focus 3D India Private Limited
Gener8 India Media Services Limited
Reliance MediaWorks (Mauritius) Limited
PF Overseas Limited (Mauritius)
Prime Focus Malaysia Sdn Bhd

ii) Step-down subsidiary companies

Prime Focus Luxembourg S.a.r.l
Gener8 Digital Media Services Limited, Canada
Prime Focus 3D Cooperatief U.A.
Prime Focus World N.V.
Prime Focus International Services UK Limited
Prime Focus North America Inc.
1800 Vine Street LLC
Prime Focus Creative Services Canada Inc.
Vegas II VFX Limited
Prime Focus VFX USA, Inc.
Prime Focus ME Holdings Limited
Prime Focus World Malaysia sdn bdh
Prime Focus China Limited
Prime Focus (HK) Holdings Limited.
Prime Focus World Creative Services Private Limited
Reliable Laptops Private Limited (now know as Double Negative India Private Limited)
Double Negative Holdings Limited U.K.
Double Negative Limited
Double Negative Singapore Pte Limited
Double Negative Canada Productions Limited



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Double Negative Film Limited, U.K.
Double Negative Huntsman VFX Limited
Prime Focus Technologies UK Limited
Prime Focus Technologies, Inc.
Prime Post (Europe) Limited
DAX PFT LLC
DAX Cloud LLC
Reliance Lowry Digital Imaging Services Inc.

- b. is presented in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - c. gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the consolidated net loss and other financial information of the Group for the nine months period ended 31st March, 2016.
5. The Statement includes the results for the Quarter ended 31st March, 2016 being the balancing figure between audited figures in respect of the period 1st July, 2015 to 31st March, 2016 and the published year to date figures up to second quarter of the current financial year, which were subject to limited review by us.

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



Abhijit A. Damle
(Partner)
Membership No. 102912

Mumbai, dated: 30th May, 2016