PRIME FOCUS

MUMBAI
LONDON
LOS ANGELES
NEW YORK
VANCOUVER
WINNIPEG
HYDERABAD
CHENNAI
GOA
BANGALORE

14th February, 2011.

To,
The National Stock Exchange of India Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Fax: 26598237 / 26598238/66418124
/26598100

Ref: Scrip ID - PFOCUS

Sub: Outcome of Board meeting for Unaudited Financial Results for the Quarter / Nine Months ended 31st December, 2010.

Dear Sir/Madam,

In terms of Listing Agreement executed by our Company with your Exchange, we would like to inform you that the Meeting of the Board of Directors of the Company was held today, i.e. Monday, 14th February, 2011 and inter-alia transacted the following business:

1. The Board considered and approved Unaudited Financial Results for the Quarter / Nine Months ended 31st December, 2010. Please find enclosed herewith Un-audited Financial Results for the Quarter / Nine months ended 31st December, 2010.

2. The Board accepted the Resignation tendered by Shri. Hariharan Padmanabhan from the Directorship of the Company.

Thanking you,

Yours faithfully,

For Prime Focus Limited

PRIME FOCUS LTD. Mumbai

Navin Agarwal
CFO – Films & Company Secretary

Encl: as above.

PRIME FOCUS LIMITED

Registered Office : 2nd Floor, Main Frame IT Park, Building H, Royal Palms
Near Aarey Colony, Goregaon (East), Mumbai - 400065

UNAUDITED FINANCIAL RESULTS FOR THE NINE MONTHS ENDED DECEMBER 31, 2010

(Rs. in lacs)

S. No.	Particulars	Standalone					Consolidated		
		Quarter Ended		Nine Months Ended		Year Ended	Quarter Ended	Nine Months Ended	Year Ended
		31.12.2010	31.12.2009	31.12.2010	31.12.2009	31.03.2010	31.12.2010	31.12.2010	31.03.2010
		Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Audited
1	Net Income from Sales / Services	3,131.07	2,058.12	9,307.55	6,529.21	9,527.26	12,691.23	42,617.02	45,278.38
2	Personnel Cost	1,214.00	674.18	3,057.98	1,914.66	2,602.80	5,505.82	18,006.47	20,005.34
3	General Administrative Expenses	785.96	444.83	2,324.78	1,317.69	2,133.28	3,479.89	11,672.90	13,308.74
4	Exchange Loss / (Gain) (net)	156.42	0.50	84.06	189.28	212.94	17.37	25.72	(187.33)
5	Depreciation	595.49	476.89	1,727.73	1,484.26	1,934.97	1,328.50	3,711.19	4,258.70
6	**Operating Profit before Interest (1) - (2+3+4+5)**	**379.20**	**461.72**	**2,113.00**	**1,623.32**	**2,643.27**	**2,359.65**	**9,200.74**	**7,892.93**
7	Interest	345.26	302.87	1,046.00	972.89	1,235.60	388.34	1,703.27	2,183.40
8	Exceptional Item	-	-	-	-	-	-	-	1,373.80
9	**Operating Profit after Interest (6)-(7+8)**	**33.94**	**158.85**	**1,067.00**	**650.43**	**1,407.67**	**1,971.31**	**7,497.47**	**4,335.73**
10	Other Income	156.60	98.19	315.07	307.04	504.28	281.68	664.37	691.52
11	**Net Profit (+) / Loss (-) before Tax (9+10)**	**190.54**	**257.04**	**1,382.07**	**957.47**	**1,911.95**	**2,252.99**	**8,161.84**	**5,027.25**
12	Prior Quarter Expense / (Income)	-	(59.18)	-	-	-	-	-	-
13	Tax Expense	(252.98)	107.97	104.10	319.07	639.29	(226.83)	130.25	1,087.94
14	**Net Profit (+) / Loss (-) for the period after Tax, before Minority Interest (11-12-13)**	**443.52**	**208.25**	**1,277.97**	**638.40**	**1,272.66**	**2,479.82**	**8,031.59**	**3,939.31**
15	Minority Interest	-	-	-	-	-	731.60	1,444.74	596.93
16	**Net Profit (+) / Loss (-) for the period after Tax (14-15)**	**443.52**	**208.25**	**1,277.97**	**638.40**	**1,272.66**	**1,748.22**	**6,586.85**	**3,342.38**
17	Paid-up Equity Share Capital (Pre Split Face Value per Share of Rs.10 each, Post Split Face Value per Share of Re.1 each)	1,388.67	1,282.26	1,388.67	1,282.26	1,282.26	1,388.67	1,388.67	1,282.26
18	Reserves excluding Revaluation Reserves (as per Balance Sheet) of Previous Accounting Year	-	-	-	-	19,909.51	-	-	17,978.31
19	Earnings Per Share (EPS)								
	a) Basic EPS	0.33	0.16	0.98	0.50	0.99	1.29	5.05	2.61
	b) Diluted EPS	0.27	0.14	0.84	0.44	0.86	1.07	4.31	2.32
20	Public Shareholding								
	Number of Shares	69,804,726	5,918,816	69,804,726	5,918,816	5,916,316	69,804,726	69,804,726	5,916,316
	Percentage of Shareholding	50.27%	46.16%	50.27%	46.16%	46.14%	50.27%	50.27%	46.14%
21	Promoters and promoter group								
	Shareholding	69,062,720	6,903,772	69,062,720	6,903,772	6,906,272	69,062,720	69,062,720	6,906,272
	a) Pledged / Encumbered								
	- No. of Shares	7,720,000	752,000	7,720,000	752,000	1,152,000	7,720,000	7,720,000	1,152,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	11.18%	10.89%	11.18%	10.89%	16.68%	11.18%	11.18%	16.68%
	- Percentage of shares (as a % of the total shareholding of the total share capital of the company)	5.56%	5.86%	5.56%	5.86%	8.98%	5.56%	5.56%	8.98%
	b) Non Pledged / Non Encumbered								
	- No. of Shares	61,342,720	6,151,772	61,342,720	6,151,772	5,754,272	61,342,720	61,342,720	5,754,272
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	88.82%	89.11%	88.82%	89.11%	83.32%	88.82%	88.82%	83.32%
	- Percentage of shares (as a % of the total shareholding of the total share capital of the company)	44.17%	47.98%	44.17%	47.98%	44.88%	44.17%	44.17%	44.88%

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Notes to Unaudited Financial Results for the Nine Months ended December 31, 2010:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 14, 2011. The statutory auditors have carried out a limited review of the Standalone results of the Company.

2. The Company has not revalued the Foreign Currency Convertible Bonds (FCCBs) of USD 55 million as these are considered as non monetary liability. Had the Company revalued the bonds as at December 31, 2010 considering it as a long term monetary liability, the profit for the quarter ended December 31, 2010 would have been lower by Rs. 61.59 lacs and the profit for the nine months ended December 31, 2010 would have been lower by Rs.236.90 lacs. The reserves as on that date would have been lower by Rs. 2,887.50 lacs and Foreign Currency Monetary Item Translation Difference account would have been Rs 78.96 lacs. Further, had the Company provided for the premium on redemption, the securities premium as at December 31, 2010 would have been lower by Rs 5,545.65 lacs. Consequent to the above, the FCCB balance at December 31, 2010 would have been higher by Rs 8,433.15 lacs. This is the subject matter of qualification in the Auditors Report for the financial year ended March 31, 2010 and March 31, 2009, the limited review reports for the quarter ended December 31, 2010 and quarter September 30, 2010 and quarter June 30, 2010 and quarter March 31, 2010 and quarter December 31, 2009 and quarter September 30, 2009 and quarter ended June 30, 2009.

3. The Company has received a claim of Rs.645.23 lacs from erstwhile shareholders of a business which was acquired by its subsidiary in 2008. The Company has already disputed this liability which is pending in court. The outcome of this is dependent on uncertain future events for which no reliable estimate can be made and hence, no provision has been made for the same.

4. The Company has opted for publishing consolidated financial results from the quarter ended June 30, 2010 pursuant to the option made available as per Clause 41 of the 'Listing Agreement' with Stock Exchanges and accordingly, the consolidated figures for the half ended December 31, 2009 have not been presented.

5. **Issue of warrants**
The Company has allotted 1,000,000 warrants convertible into Equity Shares on October 15, 2010 to Mr. Namit Malhotra, a member of the Promoters and Promoter Group carrying an option/ entitlement to subscribe to equivalent number of Equity Shares on a future date not exceeding 18 months from the date of allotment of such warrants pursuant to the Board approval dated August 27, 2010 and shareholders' approval dated September 30, 2010.

6. **Stock Split/Sub-Division of Equity Shares**
The Company has Sub-Divided the existing **12822588** nos. of equity shares from every **ONE** equity share of **Rs.10/-** each into **TEN** equity shares of **Re.1/-** each (i.e. 1,28,22,588 Equity Shares of Rs. 10/- each in the capital of the Company on which the sum of Rs. 10/- is credited as fully paid up into 12,82,25,880 equity shares of Re. 1/- each of which the sum of Re. 1/- is credited as fully paid up.) The record date fixed for the purpose of sub division of equity shares of the company was **November 1, 2010**.

7. **Qualified Institutions Placement**
The Company has allotted **10,641,566** Equity Shares of face value of **Re. 1/-** each to Qualified Institutional Buyers under QIP as per Chapter VIII of the SEBI Regulations at a price of **Rs.68.58/- per Equity Share** (Including a premium of Rs.67.58 per Equity Share), aggregating to **Rs. 729.80/- million on November 10, 2010**. Further the floor price in respect of the aforesaid Qualified Institutions Placement, based on the pricing formula as prescribed in Regulation 85 of Chapter VIII of SEBI Regulations is Rs.68.58 per Equity Share and the Relevant Date for this purpose in terms of Regulation 81 of chapter VIII of SEBI Regulations is November 4, 2010.

8. The Company's entire operations are governed by the same set of risks and returns and hence have been considered as representing a single segment.

9. There were no investor complaints pending at the beginning of the quarter. The Company did not receive any investor complaints during the Quarter. There was no investor complaint pending at the end of the quarter.

10. Previous period / year figures have been regrouped and re-arranged wherever necessary.

For and on behalf of the Board of Directors

PRIME FOCUS LIMITED MUMBAI

Naresh Malhotra
Chairman and Whole-time Director

Place: Mumbai
Date: February 14, 2011.