PRIME FOCUS

MUMBAI
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BANGALORE

June 20, 2011

To,
The National Stock Exchange of India Limited, Fax No: 26598237/26598238
Listing Department,
Bandra Kurla Complex, Bandra,
Mumbai.

Dear Sir/Madam,

Script ID: PFOCUS
Sub: Outcome of Board Meeting

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, 20th June, 2011 and inter-alia transacted the following business:

1. The Board considered and approved the Standalone and Consolidated Audited Accounts of the Company for the year ended 31st March, 2011. The Standalone and Consolidated Financial Statements as required under Clause 41 of the Listing Agreement is enclosed.
2. The board of directors did not recommend any dividend.

Please take the note of the above.

Thanking You,

For and on behalf of the Board

PRIME FOCUS MUMBAI

Authorised Signatory

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

AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2011

(Rs. in lacs)

S. No.	Particulars	Standalone		Consolidated	
		31.03.2011	31.03.2010	31.03.2011	31.03.2010
		Audited	Audited	Audited	Audited
1	Net Income from Sales / Services	13,550.58	9,527.26	50,295.83	45,278.38
2	Personnel Cost	4,317.22	2,602.80	20,470.95	20,005.34
3	General Administrative Expenses	3,459.04	2,133.28	13,012.33	13,308.74
4	Exchange Loss / (Gain) (net)	255.96	212.94	105.09	(187.33)
5	Depreciation	2,395.10	1,934.97	5,455.74	4,258.70
6	**Operating Profit before Interest (1) - (2+3+4+5)**	**3,123.26**	**2,643.27**	**11,251.72**	**7,892.93**
7	Interest	1,386.15	1,235.60	2,630.47	2,183.40
8	Exceptional Item	-	-	699.55	1,373.80
9	**Operating Profit after Interest (6)-(7+8)**	**1,737.11**	**1,407.67**	**7,921.70**	**4,335.73**
10	Other Income	466.03	504.28	1,497.74	691.52
11	**Net Profit (+) / Loss (-) before Tax (9+10)**	**2,203.14**	**1,911.95**	**9,419.44**	**5,027.25**
12	Tax Expense	227.80	639.29	600.63	1,087.94
13	**Net Profit (+) / Loss (-) for the period after Tax, before Minority Interest (11-12)**	**1,975.34**	**1,272.66**	**8,818.81**	**3,939.31**
14	Minority Interest	-	-	1,210.17	596.93
15	**Net Profit (+) / Loss (-) for the period after Tax (13-14)**	**1,975.34**	**1,272.66**	**7,608.64**	**3,342.38**
16	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
17	Reserves excluding Revaluation Reserves (as per Balance Sheet) of Previous Accounting Year	28,855.98	19,909.51	33,678.04	17,978.31
18	Earnings Per Share (EPS)				
	a) Basic EPS	1.49	9.93	5.74	26.07
	b) Diluted EPS	1.26	8.61	4.86	22.62
19	Public Shareholding				
	Number of Shares	69,804,726	5,916,316	69,804,726	5,916,316
	Percentage of Shareholding	50.27%	46.14%	50.27%	46.14%
20	Promoters and promoter group				
	Shareholding	69,062,720	6,906,272	69,062,720	6,906,272
	a) Pledged / Encumbered				
	- No. of Shares	10,220,000	1,152,000	10,220,000	1,152,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	14.80%	16.68%	14.80%	16.68%
	- Percentage of shares (as a % of the total shareholding of the total share capital of the company)	7.36%	8.98%	7.36%	8.98%
	b) Non Pledged / Non Encumbered				
	- No. of Shares	58,842,720	5,754,272	58,842,720	5,754,272
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	85.20%	83.32%	85.20%	83.32%
	- Percentage of shares (as a % of the total shareholding of the total share capital of the company)	42.37%	44.88%	42.37%	44.88%

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STATEMENT OF ASSETS & LIABILITIES (AUDITED)

(Rs. in lacs)

	Standalone		Consolidated	
	As at		As At	
	31.03.2011	31.03.2010	31.03.2011	31.03.2010
	Audited	Audited	Audited	Audited
SHAREHOLDERS' FUNDS				
Share Capital	1,388.67	1,282.26	1,388.67	1,282.26
Shares Warrants (Refer Note 5)	1,386.95	-	1,386.95	-
Reserves and Surplus	28,855.98	19,909.51	33,678.04	17,978.31
LOAN FUNDS	33,593.63	36,814.13	46,132.96	46,343.53
MINORITY INTEREST	-	-	4,158.03	2,837.33
DEFERRED TAX LIABILITY (NET)	1,873.03	1,645.23	1,888.34	1,652.37
	67,098.26	**59,651.13**	**88,632.99**	**70,093.80**
APPLICATION OF FUNDS				
FIXED ASSETS	22,787.79	20,077.80	67,446.07	55,566.83
INVESTMENTS	23,022.97	23,022.73	28.30	20.11
DEFERRED TAX ASSET (NET)	-	-	-	670.67
CURRENT ASSETS, LOANS AND ADVANCES				
a .Inventories	-	-	27.46	202.12
b. Sundry Debtors (Net of Service Tax)	10,731.79	6,777.01	16,938.01	11,506.57
c. Other Current Assets	563.15	621.87	563.15	621.87
d. Cash and Bank Balances	1,102.06	1,518.05	2,991.72	2,123.66
e. Loans and Advances	11,223.47	8,889.86	11,108.88	8,876.11
	23,620.47	**17,806.79**	**31,629.22**	**23,330.33**
Less : CURRENT LIABILITIES & PROVISIONS				
a. Current Liabilities	2,305.94	1,241.20	10,450.40	9,485.97
b. Provisions	27.03	14.99	27.03	14.99
	2,332.97	**1,256.19**	**10,477.43**	**9,500.96**
NET CURRENT ASSETS	**21,287.50**	**16,550.60**	**21,151.79**	**13,829.37**
MISCELLANEOUS EXPENDITURE	-	-	6.82	6.82
	67,098.26	**59,651.13**	**88,632.99**	**70,093.80**

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Notes to Audited Financial Results for the Year Ended March 31, 2011:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on June 20, 2011.

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 March 31, 2011 considering it as a long term monetary liability, the profit for the quarter ended March 31, 2011 would have been lower by Rs. 80.33 lacs and the profit for the year ended March 31, 2011 would have been lower by Rs. 390.62 lacs. The reserves as on that date would have been lower by Rs. 2,529.64 lacs and Foreign Currency Monetary Item Translation Difference account would have been Rs. 390.62 lacs. Further, had the Company provided for the premium on redemption, the securities premium as at March 31, 2011 would have been lower by Rs. 5,981.62 lacs. Consequent to the above, the FCCB balance at March 31, 2011 would have been higher by Rs. 8,901.88 lacs. This is the subject matter of qualification in the Auditors Report for the financial year ended March 31, 2011 and 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 subsequent to the year end has formed 3 wholly owned subsidiaries – PF World Limited (A Mauritius Registered Company), Prime Focus Post Production Private Limited and Prime Focus 3D India Private Limited. Currently all these 3 companies are non operative.

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: June 20, 2011.