



**PRIME FOCUS LIMITED**  
Registered Office : Prime Focus House, Opp Citi Bank, Linking Road  
Khar (West), Mumbai, Maharashtra, India, 400052

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND TWELVE MONTHS ENDED MARCH 31, 2014

Rs. In lacs

| Sr No. | Particulars                                                                                       | Standalone    |             |             |                                         |            | Consolidated  |             |             |                                         |            |
|--------|---------------------------------------------------------------------------------------------------|---------------|-------------|-------------|-----------------------------------------|------------|---------------|-------------|-------------|-----------------------------------------|------------|
|        |                                                                                                   | Quarter Ended |             |             | Twelve Months Period Ended / Year Ended |            | Quarter Ended |             |             | Twelve Months Period Ended / Year Ended |            |
|        |                                                                                                   | 31.03.2014    | 31.12.2013  | 31.03.2013  | 31.03.2014                              | 31.03.2013 | 31.03.2014    | 31.12.2013  | 31.03.2013  | 31.03.2014                              | 31.03.2013 |
|        |                                                                                                   | (Unaudited)   | (Unaudited) | (Unaudited) | (Unaudited)                             | (Audited)  | (Unaudited)   | (Unaudited) | (Unaudited) | (Unaudited)                             | (Audited)  |
| Part I |                                                                                                   |               |             |             |                                         |            |               |             |             |                                         |            |
| 1      | Income from operations                                                                            |               |             |             |                                         |            |               |             |             |                                         |            |
|        | Net sales / income from operations                                                                | 5,760.90      | 5,244.19    | 4,446.01    | 20,776.09                               | 18,288.23  | 23,551.28     | 21,367.73   | 19,689.53   | 83,371.65                               | 76,216.25  |
|        | Other operating income                                                                            | 109.06        | 8.28        | -           | 117.34                                  | -          | 109.06        | 8.28        | -           | 117.34                                  | -          |
|        | Total income from operations                                                                      | 5,869.96      | 5,252.47    | 4,446.01    | 20,893.43                               | 18,288.23  | 23,660.34     | 21,376.01   | 19,689.53   | 83,488.99                               | 76,216.25  |
| 2      | Expenses                                                                                          |               |             |             |                                         |            |               |             |             |                                         |            |
|        | Employee benefits expense                                                                         | 1,574.28      | 1,383.89    | 973.69      | 5,170.42                                | 3,130.76   | 10,205.10     | 8,937.73    | 5,969.24    | 34,827.83                               | 30,839.79  |
|        | Technician fees                                                                                   | 1,219.22      | 1,229.54    | 1,331.19    | 5,192.45                                | 5,704.57   | 1,291.65      | 1,570.98    | 2,760.21    | 6,163.70                                | 7,655.71   |
|        | Depreciation and amortisation expense                                                             | 890.95        | 883.46      | 774.20      | 3,531.94                                | 3,480.43   | 2,768.17      | 2,516.72    | 3,532.45    | 10,376.05                               | 9,988.57   |
|        | Other expenditure                                                                                 | 890.03        | 962.91      | 843.31      | 3,733.64                                | 3,981.28   | 7,025.41      | 6,379.56    | 5,187.97    | 24,096.15                               | 20,191.74  |
|        | Exchange loss (net)                                                                               | 637.56        | 344.67      | 189.55      | -                                       | -          | 901.86        | -           | 300.94      | -                                       | -          |
|        | Total Expenses                                                                                    | 5,212.04      | 4,804.47    | 4,111.94    | 17,628.45                               | 16,297.04  | 22,192.19     | 19,404.99   | 17,750.81   | 75,463.73                               | 68,675.81  |
| 3      | Profit from operations before other income, finance costs and exceptional items (1 - 2)           | 657.92        | 448.00      | 334.07      | 3,264.98                                | 1,991.19   | 1,468.15      | 1,971.02    | 1,938.72    | 8,025.26                                | 7,540.44   |
| 4      | Other income:                                                                                     |               |             |             |                                         |            |               |             |             |                                         |            |
|        | a) Exchange gain (net)                                                                            | -             | -           | -           | 1,884.81                                | 816.72     | -             | 380.15      | -           | 2,920.93                                | 675.27     |
|        | b) Others                                                                                         | 414.19        | 426.96      | 233.65      | 1,472.63                                | 1,128.34   | (217.23)      | 183.37      | 193.06      | 649.49                                  | 1,065.92   |
| 5      | Profit from ordinary activities before finance costs and exceptional items (3 ± 4)                | 1,072.11      | 874.96      | 567.72      | 6,622.32                                | 3,936.25   | 1,250.92      | 2,534.54    | 2,131.78    | 11,595.68                               | 9,281.63   |
| 6      | Finance costs                                                                                     | 502.88        | 510.38      | 762.36      | 2,282.61                                | 2,299.51   | 1,075.74      | 1,627.86    | 1,094.10    | 5,117.57                                | 4,182.51   |
| 7      | Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6) | 569.23        | 364.58      | (194.64)    | 4,339.71                                | 1,636.74   | 175.18        | 906.68      | 1,037.68    | 6,478.11                                | 5,099.12   |
| 8      | Exceptional items - expenditure / (income)                                                        | -             | -           | 2,537.84    | -                                       | 10,765.65  | 83.08         | 12.42       | 2,537.84    | 859.04                                  | 10,765.65  |
| 9      | Profit / (Loss) from ordinary activities before tax (7 ± 8)                                       | 569.23        | 364.58      | (2,732.48)  | 4,339.71                                | (9,128.91) | 92.10         | 894.26      | (1,500.16)  | 5,619.07                                | (5,666.53) |
| 10     | Tax expense                                                                                       | 293.91        | 95.21       | (1,143.25)  | 1,281.54                                | (3,204.62) | 929.73        | 93.18       | (2,861.02)  | 2,322.83                                | (3,981.79) |
| 11     | Net Profit / (Loss) from ordinary activities after tax (9 ± 10)                                   | 275.32        | 269.37      | (1,589.23)  | 3,058.17                                | (5,924.29) | (837.63)      | 801.08      | 1,360.86    | 3,296.24                                | (1,684.74) |
| 12     | Extraordinary items (net of tax expense Rs. Nil)                                                  | -             | -           | -           | -                                       | -          | -             | -           | -           | -                                       | -          |
| 13     | Net Profit / (Loss) after tax and before minority (11 ± 12)                                       | 275.32        | 269.37      | (1,589.23)  | 3,058.17                                | (5,924.29) | (837.63)      | 801.08      | 1,360.86    | 3,296.24                                | (1,684.74) |
| 14     | Minority interest                                                                                 | -             | -           | -           | -                                       | -          | (121.94)      | (231.52)    | 117.09      | (7.92)                                  | 346.36     |
| 15     | Net Profit / (Loss) for the period (13 ± 14)                                                      | 275.32        | 269.37      | (1,589.23)  | 3,058.17                                | (5,924.29) | (715.69)      | 1,032.60    | 1,243.77    | 3,304.16                                | (2,031.10) |
| 16     | Paid-up equity share capital (Face value - Rs. 1/- per share)                                     | 1,854.17      | 1,854.17    | 1,854.17    | 1,854.17                                | 1,854.17   | 1,854.17      | 1,854.17    | 1,854.17    | 1,854.17                                | 1,854.17   |
| 17     | Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year          |               |             |             |                                         | 39,135.35  |               |             |             |                                         | 53,582.32  |
| 18     | Earning Per Share                                                                                 |               |             |             |                                         |            |               |             |             |                                         |            |
|        | (a) Basic                                                                                         | 0.15          | 0.15        | (0.97)      | 1.65                                    | (3.63)     | (0.39)        | 0.56        | 0.80        | 1.78                                    | (1.24)     |
|        | (b) Diluted                                                                                       | 0.15          | 0.15        | (0.97)      | 1.65                                    | (3.63)     | (0.39)        | 0.56        | 0.80        | 1.78                                    | (1.24)     |
| 19     | Debt service coverage ratio (No of times)                                                         |               |             |             | 1.08                                    | 0.13       |               |             |             |                                         |            |
| 20     | Interest service coverage ratio (No of times)                                                     |               |             |             | 2.43                                    | 0.41       |               |             |             |                                         |            |
| 21     | Debt - equity ratio                                                                               |               |             |             | 0.81                                    | 0.99       |               |             |             |                                         |            |



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L92100MH1997PLC108981



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STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND TWELVE MONTHS ENDED MARCH 31, 2014

| Sr No. | Particulars                                                                               | Standalone    |             |             |                                         |             | Consolidated  |             |             |                                         |             |
|--------|-------------------------------------------------------------------------------------------|---------------|-------------|-------------|-----------------------------------------|-------------|---------------|-------------|-------------|-----------------------------------------|-------------|
|        |                                                                                           | Quarter Ended |             |             | Twelve Months Period Ended / Year Ended |             | Quarter Ended |             |             | Twelve Months Period Ended / Year Ended |             |
|        |                                                                                           | 31.03.2014    | 31.12.2013  | 31.03.2013  | 31.03.2014                              | 31.03.2013  | 31.03.2014    | 31.12.2013  | 31.03.2013  | 31.03.2014                              | 31.03.2013  |
|        |                                                                                           | (Unaudited)   | (Unaudited) | (Unaudited) | (Unaudited)                             | (Audited)   | (Unaudited)   | (Unaudited) | (Unaudited) | (Unaudited)                             | (Audited)   |
|        | <b>PARTICULARS OF SHAREHOLDING</b>                                                        |               |             |             |                                         |             |               |             |             |                                         |             |
| 1      | <b>Public Share Holding</b>                                                               |               |             |             |                                         |             |               |             |             |                                         |             |
|        | - Number of shares                                                                        | 108,315,890   | 108,315,890 | 109,629,724 | 108,315,890                             | 109,629,724 | 108,315,890   | 108,315,890 | 109,629,724 | 108,315,890                             | 109,629,724 |
|        | - Percentage of shareholding                                                              | 58.42%        | 58.42%      | 59.12%      | 58.42%                                  | 59.12%      | 58.42%        | 58.42%      | 59.12%      | 58.42%                                  | 59.12%      |
| 2      | <b>Promoters and Promoter Group Shareholding</b>                                          |               |             |             |                                         |             |               |             |             |                                         |             |
|        | a) Pledged / Encumbered                                                                   |               |             |             |                                         |             |               |             |             |                                         |             |
|        | - Number of shares                                                                        | 47,712,000    | 47,717,000  | 53,822,000  | 47,712,000                              | 53,822,000  | 47,712,000    | 47,717,000  | 53,822,000  | 47,712,000                              | 53,822,000  |
|        | - Percentage of shares (as a % of the total shareholding of promoters and promoter group) | 61.88%        | 61.89%      | 71.02%      | 61.88%                                  | 71.02%      | 61.88%        | 61.89%      | 71.02%      | 61.88%                                  | 71.02%      |
|        | - Percentage of shares (as a % of total share capital of the Company)                     | 25.73%        | 25.73%      | 29.03%      | 25.73%                                  | 29.03%      | 25.73%        | 25.73%      | 29.03%      | 25.73%                                  | 29.03%      |
|        | b) Non - encumbered                                                                       |               |             |             |                                         |             |               |             |             |                                         |             |
|        | - Number of shares                                                                        | 29,389,546    | 29,384,546  | 21,965,712  | 29,389,546                              | 21,965,712  | 29,389,546    | 29,384,546  | 21,965,712  | 29,389,546                              | 21,965,712  |
|        | - Percentage of shares (as a % of total shareholding of promoters and promoter group)     | 38.12%        | 38.11%      | 28.98%      | 38.12%                                  | 28.98%      | 38.12%        | 38.11%      | 28.98%      | 38.12%                                  | 28.98%      |
|        | - Percentage of shares (as a % of total share capital of the Company)                     | 15.85%        | 15.85%      | 11.85%      | 15.85%                                  | 11.85%      | 15.85%        | 15.85%      | 11.85%      | 15.85%                                  | 11.85%      |



*[Handwritten Signature]*

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# PRIME FOCUS LIMITED

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## STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2014

Rs. In Lacs

|                                     | Standalone       |                  | Consolidated      |                   |
|-------------------------------------|------------------|------------------|-------------------|-------------------|
|                                     | 31.03.2014       | 31.03.2013       | 31.03.2014        | 31.03.2013        |
|                                     | Unaudited        | Audited          | Unaudited         | Audited           |
| <b>Equity and Liabilities</b>       |                  |                  |                   |                   |
| <b>Shareholders' funds</b>          |                  |                  |                   |                   |
| Share Capital                       | 1,854.17         | 1,854.17         | 1,854.17          | 1,854.17          |
| Reserves and Surplus                | 40,406.51        | 39,135.35        | 72,888.60         | 53,582.32         |
|                                     | <b>42,260.68</b> | <b>40,989.52</b> | <b>74,742.77</b>  | <b>55,436.49</b>  |
| <b>Minority Interest</b>            | -                | -                | 16,184.68         | 6,410.93          |
| <b>Non-current liabilities</b>      |                  |                  |                   |                   |
| Long-term borrowings                | 26,942.03        | 26,024.98        | 57,203.89         | 33,063.60         |
| Other long-term liabilities         | 39.70            | 108.80           | 1,842.83          | 1,773.28          |
| Long-term provisions                | 101.88           | 85.71            | 166.14            | 125.22            |
|                                     | <b>27,083.61</b> | <b>26,219.49</b> | <b>59,212.86</b>  | <b>34,962.10</b>  |
| <b>Current liabilities</b>          |                  |                  |                   |                   |
| Short-term borrowings               | 8,229.19         | 11,214.99        | 15,236.72         | 29,945.96         |
| Trade payables                      | 3,263.93         | 3,342.93         | 8,416.95          | 6,095.32          |
| Other current liabilities           | 12,168.83        | 6,535.18         | 17,824.01         | 17,501.15         |
| Short-term provisions               | 12.08            | 13.04            | 12.56             | 13.23             |
|                                     | <b>23,674.03</b> | <b>21,106.14</b> | <b>41,490.24</b>  | <b>53,555.66</b>  |
| <b>TOTAL</b>                        | <b>93,018.32</b> | <b>88,315.15</b> | <b>191,630.55</b> | <b>150,365.18</b> |
| <b>Assets</b>                       |                  |                  |                   |                   |
| <b>Non-current assets</b>           |                  |                  |                   |                   |
| <b>Fixed assets</b>                 |                  |                  |                   |                   |
| Tangible assets                     | 21,262.43        | 21,752.63        | 64,826.73         | 55,123.97         |
| Intangible assets                   | 696.24           | 943.46           | 41,058.59         | 31,047.49         |
| Capital work-in-progress            | 31.45            | 14.21            | 184.23            | 2,064.26          |
| Intangible assets under development | -                | -                | 1,088.77          | 634.11            |
| Non-current investments             | 28,992.32        | 25,068.11        | 1.04              | 1.04              |
| Deferred tax asset (net)            | 4,985.47         | 5,256.51         | 3,678.88          | 4,706.50          |
| Long-term loans and advances        | 6,236.92         | 5,642.98         | 9,143.43          | 8,015.15          |
| Other non-current assets            | -                | -                | 6.82              | 1,690.69          |
|                                     | <b>62,204.83</b> | <b>58,677.90</b> | <b>119,988.49</b> | <b>103,283.21</b> |
| <b>Current assets</b>               |                  |                  |                   |                   |
| Current investments                 | -                | -                | 6.09              | 6.50              |
| Inventories                         | -                | -                | -                 | 44.87             |
| Trade receivables                   | 11,203.46        | 13,197.36        | 36,752.71         | 25,486.69         |
| Cash and bank balances              | 1,921.83         | 1,051.71         | 5,304.63          | 4,912.01          |
| Short-term loans and advances       | 16,858.76        | 14,880.02        | 14,493.70         | 6,311.65          |
| Other current assets                | 829.44           | 508.16           | 15,084.93         | 10,320.25         |
|                                     | <b>30,813.49</b> | <b>29,637.25</b> | <b>71,642.06</b>  | <b>47,081.97</b>  |
| <b>TOTAL</b>                        | <b>93,018.32</b> | <b>88,315.15</b> | <b>191,630.55</b> | <b>150,365.18</b> |



Corporate Identity Number (CIN)  
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## PRIME FOCUS LIMITED

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### Notes to Consolidated Unaudited Financial Results for the Quarter and Twelve months ended March 31, 2014:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 12, 2014. The statutory auditors have carried out a limited review of the Standalone results of the Company.
2. The Board of Directors of the Company vide circular resolution passed on March 24, 2014 inter-alia, considered and approved the extension of the current financial year i.e. (April 01, 2013 to March 31, 2014) of the Company by a period of three (3) months in accordance with the provisions of Section 210 of the Companies Act, 1956. Accordingly, the current financial period of the Company will be for a period of fifteen (15) months i.e. commencing from April 01, 2013 and ending on June 30, 2014.
3. On March 11th, Prime Focus Technologies (PFT), the technology subsidiary of Prime Focus Limited announced a definitive agreement to acquire DAX for a base consideration of USD 9.1 million in a performance linked transaction. PFT through its US subsidiary will acquire all the assets of DAX for an upfront payment with balance payable over 3 years primarily from cash flows from the North American operations.
4. 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 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.
5. PFT raised Rs. 46.14 crore through a private placement of optionally convertible debentures (OCDs) in three tranches; Rs. 19.92 crore was allotted on March 15<sup>th</sup>, Rs. 21.15 crore on April 15<sup>th</sup> and Rs. 5.07 crore on April 16<sup>th</sup>. The funds raised would be used to fund expansion of its Cloud Technology, CLEAR™ in the global markets as well as for retiring debt. After 2 years, Investors will have an option of converting up to 25% of the total principal amount into equity of PFT.
6. On September 17, 2013, Company received an approval from its shareholders through a postal ballot, for sale of its 'Backend Business', which includes (a) business of providing the services of conversion of 2D audio visual/moving images to stereo 3D audio visual/moving images provided by the Company to Prime Focus World N.V., a company incorporated and operating under the laws of Netherlands ("PFW") ('Conversion Business'); and (b) the business of providing the services of computer generated film visual special effects by the Company to PFW ("VFX Business"), to Prime Focus World Creative Services Pvt. Ltd., a company incorporated in India and an indirect controlled subsidiary of the Company on a going concern basis by way of slump sale for a total consideration not less than Rupees equivalent of USD 38 million.
7. Business is the primary segment for the Company being post production activities. 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.
8. There were no investor complaints pending at the beginning of the quarter. During the Quarter, the Company received no investor complaints and there was no investor complaint pending at the end of the quarter.
9. The figures for three months ended 31/03/2013 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto nine months of the previous financial year.
10. Previous period / year figures have been regrouped and re-arranged wherever necessary.

Place: Mumbai  
Date: May 12, 2014



For and on behalf of the Board of Directors

  
Naresh Malhotra  
Chairman and Whole-time Director

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