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Date: 3rd November, 2012

To,
The National Stock Exchange of India
Listing Department,
Exchange Plaza, BandraKurla Complex
Bandra East,
Mumbai – 400 051
Fax Nos: 26598237 / 26598238

To,
The Bombay Stock Exchange Limited
Listing Department,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos:22723121/2037/2039

Dear Sir,

Sub: Outcome of Extra Ordinary General Meeting

Ref: NSE Code: PFOCUS / BSE Code: 532748

In terms of the Listing Agreement executed by our Company with your Exchange, we hereby inform you that the Shareholders of the Company at their Extra Ordinary General Meeting held today i.e. November 3, 2012 at Prime Focus Office, Building - H, Main Frame IT Park, Royal Palms, Near Aarey Colony, Goregaon (East), Mumbai – 400 065 have considered the Special Business as provided in the Notice, as following:

1. Due to some procedural reasons, it was decided not to consider special business proposed for issue and allot, on preferential basis, warrants not exceeding 20,112,164 in number representing a right to subscribe 20,112,164 equity shares of the Company of face value INR 1/-, for an aggregate amount of Rs.1040 million in one or more tranches on preferential basis, at a price equal to the prevailing market price per equity share of the Company as of the date of allotment subject to a maximum price which shall not exceed INR 53/- and a minimum price which shall not be less than the minimum price determined in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 to Mr. Namit Malhotra, Promoter of the Company. The matter is proposed to be taken in the next Extra Ordinary General Meeting which is proposed to be held shortly.
2. Adopted and approved to issue and allot upto an aggregate of 36,549,990 equity shares of INR 1/- each at a price per equity share equal to the prevailing market price per equity share of the Company as of the date of allotment subject to a maximum price of INR 53/- per equity share and a minimum price which shall not be less than the minimum price per equity share as determined in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for an aggregate consideration of the Indian Rupee equivalent of USD 35,000,000





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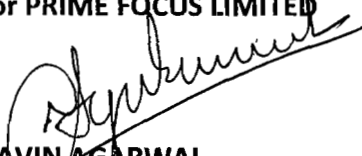
(United States Dollars Thirty Five Million) to Standard Chartered Private Equity (Mauritius) III Limited on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the board in this connection.

Please take note of the above Outcome of Extra Ordinary General Meeting on your record and oblige.

Thanking you,

Yours faithfully,

For PRIME FOCUS LIMITED


NAVIN AGARWAL
COMPANY SECRETARY

