



**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 QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2012**

Rs. In Lacs

Sr No.	Particulars	Standalone						Consolidated											
		Quarter Ended			Nine Months Ended			Year Ended			Quarter Ended			Nine Months Ended			Year Ended		
		31.12.2012	30.09.2012	31.12.2011	31.12.2012	31.12.2011	31.03.2012	31.12.2012	30.09.2012	31.12.2011	31.12.2012	31.12.2011	31.03.2012	31.12.2012	31.12.2011	31.03.2012			
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Audited)			
1	Net Sales / Income from Operations	4,394.50	5,008.17	4,692.40	13,842.22	12,385.54	17,102.72	18,067.60	19,638.38	21,275.45	56,526.72	58,278.11	77,191.33						
2	<b>Expenses</b>																		
	Personnel Cost	2,280.99	2,142.17	1,856.41	6,530.45	4,846.35	6,906.40	9,256.42	10,293.07	9,804.59	29,766.05	25,992.31	36,280.73						
	Depreciation and Amortisation	892.21	959.65	679.31	2,706.23	2,076.66	2,974.10	2,275.18	2,103.16	1,389.75	6,456.12	4,091.68	7,114.11						
	Other Expenditure	1,000.23	1,077.93	1,527.24	3,137.97	4,213.38	4,527.16	5,867.70	4,994.31	5,344.13	15,003.77	15,768.46	18,766.97						
	Exchange Loss / (Gain) (net)	(619.48)	867.70	(301.57)	(1,006.27)	(999.11)	(1,453.89)	(412.40)	690.68	(378.24)	(976.21)	(940.51)	(1,453.89)						
	<b>Total Expenses</b>	<b>3,553.95</b>	<b>5,047.45</b>	<b>3,761.39</b>	<b>11,368.38</b>	<b>10,137.28</b>	<b>12,953.77</b>	<b>16,986.90</b>	<b>18,081.22</b>	<b>16,160.23</b>	<b>50,249.73</b>	<b>44,911.94</b>	<b>60,707.92</b>						
3	<b>Profit / (Loss) from Operations before other income, finance costs and exceptional items (1 - 2)</b>	<b>840.55</b>	<b>(39.28)</b>	<b>931.01</b>	<b>2,473.84</b>	<b>2,248.26</b>	<b>4,148.95</b>	<b>1,080.70</b>	<b>1,557.16</b>	<b>5,115.22</b>	<b>6,276.99</b>	<b>13,366.17</b>	<b>16,483.41</b>						
4	Other Income	326.93	393.54	316.23	894.69	634.68	1,024.50	83.73	663.10	174.79	872.86	455.25	561.48						
5	<b>Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 ± 4)</b>	<b>1,167.48</b>	<b>354.26</b>	<b>1,247.24</b>	<b>3,368.53</b>	<b>2,882.94</b>	<b>5,173.45</b>	<b>1,164.43</b>	<b>2,220.26</b>	<b>5,290.01</b>	<b>7,149.85</b>	<b>13,821.42</b>	<b>17,044.89</b>						
6	Finance Costs	482.77	593.30	486.27	1,537.15	1,262.31	1,794.83	1,228.63	1,080.39	1,122.68	3,088.41	2,899.52	3,476.09						
7	<b>Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6)</b>	<b>684.71</b>	<b>(239.04)</b>	<b>760.97</b>	<b>1,831.38</b>	<b>1,620.63</b>	<b>3,378.62</b>	<b>(64.20)</b>	<b>1,139.87</b>	<b>4,167.33</b>	<b>4,061.44</b>	<b>10,921.90</b>	<b>13,568.80</b>						
8	Exceptional Items - Expenditure / (Income)	8,227.81	-	-	8,227.81	-	-	8,227.81	-	2.59	8,227.81	288.78	288.78						
9	<b>Profit / (Loss) from Ordinary Activities before tax (7 ± 8)</b>	<b>(7,543.10)</b>	<b>(239.04)</b>	<b>760.97</b>	<b>(6,396.43)</b>	<b>1,620.63</b>	<b>3,378.62</b>	<b>(8,292.01)</b>	<b>1,139.87</b>	<b>4,164.74</b>	<b>(4,166.37)</b>	<b>10,633.12</b>	<b>13,280.02</b>						
10	Tax Expense	(2,435.26)	(78.12)	267.43	(2,061.37)	435.26	1,071.45	(2,118.18)	97.92	1,244.55	(1,120.77)	2,390.29	2,999.97						
11	<b>Net Profit / (Loss) from Ordinary Activities after tax (9 ± 10)</b>	<b>(5,107.84)</b>	<b>(160.92)</b>	<b>493.54</b>	<b>(4,335.06)</b>	<b>1,185.37</b>	<b>2,307.17</b>	<b>(6,173.83)</b>	<b>1,041.95</b>	<b>2,920.19</b>	<b>(3,045.60)</b>	<b>8,242.83</b>	<b>10,280.05</b>						
12	Extraordinary items (Net of Tax expense)	-	-	-	-	-	-	-	-	-	-	-	-						
13	<b>Net Profit / (Loss) after tax and before minority (11 ± 12)</b>	<b>(5,107.84)</b>	<b>(160.92)</b>	<b>493.54</b>	<b>(4,335.06)</b>	<b>1,185.37</b>	<b>2,307.17</b>	<b>(6,173.83)</b>	<b>1,041.95</b>	<b>2,920.19</b>	<b>(3,045.60)</b>	<b>8,242.83</b>	<b>10,280.05</b>						
14	Minority Interest	-	-	-	-	-	-	153.87	87.57	290.75	229.27	409.41	354.70						
15	<b>Net Profit / (Loss) for the period (13 ± 14)</b>	<b>(5,107.84)</b>	<b>(160.92)</b>	<b>493.54</b>	<b>(4,335.06)</b>	<b>1,185.37</b>	<b>2,307.17</b>	<b>(6,327.70)</b>	<b>954.38</b>	<b>2,629.44</b>	<b>(3,274.87)</b>	<b>7,833.42</b>	<b>9,925.35</b>						
16	Paid-up Equity Share Capital (Face Value - Rs. 1/- per share)	1,854.17	1,488.67	1,388.67	1,854.17	1,388.67	1,388.67	1,854.17	1,488.67	1,388.67	1,854.17	1,388.67	1,388.67						
17	Reserves Excluding Revaluation Reserves as per Balance Sheet of previous accounting year	-	-	-	-	-	31,163.14	-	-	-	-	-	46,965.60						
18	Earning Per Share (before and after extraordinary items - not annualised)	-	-	-	-	-	-	-	-	-	-	-	-						
	(a) Basic	(3.27)	(0.11)	0.36	(2.78)	0.85	1.66	(4.06)	0.64	1.89	(2.10)	5.64	7.15						
	(b) Diluted	(3.27)	(0.10)	0.29	(2.78)	0.70	1.37	(4.06)	0.57	1.56	(2.10)	4.65	5.89						
	<b>PARTICULARS OF SHAREHOLDING</b>																		
1	<b>Public Share Holding</b>																		
	Number of Shares	10,96,29,724	7,30,79,734	6,98,04,726	10,96,29,724	6,98,04,726	69,804,734	10,96,29,724	7,30,79,734	6,98,04,726	10,96,29,724	6,98,04,726	69,804,734						
	Percentage of Shareholding	59.12%	49.09%	50.27%	59.12%	50.27%	50.27%	59.12%	49.09%	50.27%	59.12%	50.27%	50.27%						
2	<b>Promoter and Promoter Group Shareholding</b>																		
	<b>a) Pledged / Encumbered</b>																		
	Number of Shares	4,31,76,500	4,30,03,000	2,48,75,000	4,31,76,500	2,48,75,000	27,668,000	4,31,76,500	4,30,03,000	2,48,75,000	4,31,76,500	2,48,75,000	27,668,000						
	Percentage of Shareholding (as a % of the total shareholding of promoter and promoter group)	56.97%	56.74%	36.02%	56.97%	36.02%	40.06%	56.97%	56.74%	36.02%	56.97%	36.02%	40.06%						
	Percentage of Shares (as a % of total share capital of the Company)	23.29%	28.89%	17.91%	23.29%	17.91%	19.92%	23.29%	28.89%	17.91%	23.29%	17.91%	19.92%						
	<b>b) Non - Pledged / Encumbered</b>																		
	Number of Shares	3,26,11,212	3,27,84,712	4,41,87,720	3,26,11,212	4,41,87,720	4,13,94,712	3,26,11,212	3,27,84,712	4,41,87,720	3,26,11,212	4,41,87,720	4,13,94,712						
	Percentage of Shares (as a % of total shareholding of promoter and promoters group)	43.03%	43.26%	63.98%	43.03%	63.98%	59.94%	43.03%	43.26%	63.98%	43.03%	63.98%	59.94%						
	Percentage of Shares (as a % of total share capital of the Company)	17.59%	22.02%	31.82%	17.59%	31.82%	29.81%	17.59%	22.02%	31.82%	17.59%	31.82%	29.81%						



## PRIME FOCUS LIMITED

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

### **Notes to Unaudited Consolidated Financial Results for the Quarter and Nine months ended December 31, 2012:**

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, 2013. The statutory auditors have carried out a limited review of the Standalone results of the Company.
2. On 13<sup>th</sup> December 2012 (due date), the company had fully redeemed its outstanding Foreign Currency Convertible Bonds (FCCBs) of USD 55 million along with the applicable premium as per the terms of redemption of FCCBs. The premium on such redemption of Rs. 13,025.64 lacs has been adjusted against the Securities Premium Account of the Company. Further, the exchange loss due redemption of FCCBs of Rs. 8,227.81 lacs has been disclosed as an exceptional item in the Statement of Profit and Loss Account.
3. The Auditors of the Company in their audit reports for the financial year ended March 31, 2012, March 31, 2011, March 31, 2010 and March 31, 2009 and in the quarterly limited review reports for the quarter ended September 30, 2012, June 30, 2012, December 31, 2011, September 30, 2011, June 30, 2011, December 31, 2010, September 30, 2010, June 30, 2010, March 31, 2010, December 31, 2009, September 30, 2009 and quarter ended June 30, 2009 had qualified their report stating that the Company has not revalued the Foreign Currency Convertible Bonds (FCCBs) of USD 55 million as these were considered as non-monetary liability by the Company. The said qualification has been withdrawn by the auditors in their limited review report for the quarter ended December 31, 2012 since as stated in note 2 above, the Company has fully repaid its outstanding FCCBs and no liability on account of outstanding FCCBs was existing as at the quarter ended December 31, 2012.
4. On November 05, 2012 the Company has issued and allotted 3,65,49,990 shares at a price of Rs. 51.75/- per share on preferential basis to Standard Chartered Private Equity (Mauritius) III Limited, a private equity Investor pursuant to receipt of Rs.1,89,14,61,983/-.
5. On November 05, 2012 the Company also allotted 1,010 Series A Zero Coupon Unsecured Non-Convertible Debentures of Rs. 10,00,000/- each aggregating to Rs. 1,01,00,00,000/- redeemable after 5 years to Standard Chartered Private Equity (Mauritius) Limited on private placement basis pursuant to receipt of Rs. 1,01,00,00,000/- and 891 Series B Zero Coupon Unsecured Non-Convertible Debentures of RS. 10,00,000/- each aggregating to Rs. 89,10,00,000/- redeemable after 6 years to Standard Chartered Private Equity (Mauritius) Limited on private placement basis pursuant to receipt of Rs. 89,10,00,000/-.
6. 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.
7. There were no investor complaints pending at the beginning of the quarter. The Company has not received any investor complaints during the Quarter. There was no investor complaint pending at the end of the quarter.
8. Previous period / year figures have been regrouped and re-arranged wherever necessary.

For and on behalf of the Board of Directors

**Place:** Mumbai  
**Date:** February 14, 2013

**Naresh Malhotra**  
Chairman and Whole-time Director