

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE  
FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF PRIME FOCUS LIMITED**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **PRIME FOCUS LIMITED** ("the Company"), for the quarter ended June 30, 2018 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For DELOITTE HASKINS & SELLS  
Chartered Accountants  
(Firm's Registration No. 117364W)



Abhijit A. Damle  
Partner  
(Membership No. 102912)

MUMBAI, August 14, 2018

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED  
FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF PRIME FOCUS LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **PRIME FOCUS LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended June 30, 2018 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Parent's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

3. The Statement includes the results of Prime Focus Limited and of the following entities:

- Prime Focus Limited
- Gener8 India Media Services Limited
- De-Fi Media Limited
- Prime Focus Technologies Limited
- Prime Focus Technologies UK Limited
- Prime Post (Europe) Limited
- Prime Focus Technologies Inc.
- DAX PFT LLC
- DAX Cloud ULC
- Prime Focus Visual Effects Private Limited (now known as "Prime Focus Production Services Private Limited")
- GVS Software Private Limited
- Prime Focus Motion Pictures Limited
- Prime Focus 3D India Private Limited (now known as "Prime Focus Digital Services Private Limited")
- PF World Limited (Mauritius)
- Prime Focus Luxembourg S.a.r.l.





- Prime Focus 3D Cooperatief U.A.
- Prime Focus World N.V.
- Double Negative Canada Productions Limited
- Double Negative Huntsman VFX Limited
- Vegas II VFX Limited
- Prime Focus International Services UK Limited
- Prime Focus VFX USA Inc.
- DNEG Creative Services Private Limited (formerly known as Prime Focus World Creative Services Private Limited)
- Prime Focus Academy of Media & Entertainment Studies Private Limited
- Double Negative India Private Limited
- DNEG North America Inc. (formerly known as Prime Focus North America Inc.)
- 1800 Vine street LLC (USA)
- Double Negative Montreal Production Limited
- Prime Focus World Malaysia Sdn Bhd
- Double Negative Holdings Limited U.K
- Double Negative Singapore Pte. Limited
- Double Negative Film Limited, UK
- Double Negative LA LLC
- Double Negative Limited
- Prime Focus ME Holdings Limited
- Prime Focus China Limited
- Prime Focus (HK) Holdings Limited
- PF Investments Limited (Mauritius)
- PF Overseas Limited (Mauritius)
- Reliance MediaWorks (Mauritius) Limited
- Reliance Lowry Digital Imaging Services Inc.
- Prime Focus Malaysia Sdn Bhd

4. Based on our review conducted as stated above and based on the consideration of the review reports of the other auditors referred to in paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.



5. We did not review the interim financial information / financial results of twenty eight subsidiaries included in the consolidated unaudited financial results, whose interim financial information / financial results, before consolidation adjustments, reflect total revenues of Rs. 55,954.66 Lakh for the quarter ended June 30, 2018, total profit after tax of Rs. 980.86 Lakh and Total comprehensive income of Rs. 907.39 Lakh for the quarter ended June 30, 2018, as considered in the consolidated unaudited financial results. These interim financial information / financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our report on the Statement is not modified in respect of this matter.

6. The consolidated unaudited financial results include the interim financial results/ financial information of five subsidiaries which have not been reviewed by their auditors, whose interim financial results/ financial information, before consolidation adjustments, reflect total revenue of Rs. 41.78 Lakh, total profit after tax of Rs. 7.17 Lakh and total comprehensive income of Rs. 7.17 Lakh for the quarter ended June 30, 2018, as considered in the consolidated unaudited financial results. According to the information and explanations given to us by the Management, these interim financial information / financial results are not material to the Group.

Our report on the Statement is not modified in respect of our reliance on the interim financial information / results certified by the Management.

For DELOITTE HASKINS & SELLS  
Chartered Accountants  
(Firm's Registration No. 117364W)



Abhijit A. Damle  
Partner  
(Membership No. 102912)

MUMBAI, August 14, 2018





# PRIME FOCUS LIMITED

Registered Office : Prime Focus House, Opp Citl Bank, Linking Road

Khar (West), Mumbai, Maharashtra, India, 400052

CIN: L92100MH1997PLC108981

UNAUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2018

Rs. In Lakh

Particulars	Standalone				Consolidated			
	Quarter ended			Year ended	Quarter ended			Year ended
	30.06.2018	31.03.2018	30.06.2017	31.03.2018	30.06.2018	31.03.2018	30.06.2017	31.03.2018
	Unaudited	Audited (refer note 4)	Unaudited	Audited	Unaudited	Audited (refer note 4)	Unaudited	Audited
<b>Income :</b>								
Revenue from operations	3,210.74	3,320.86	3,264.54	13,643.82	60,398.06	57,743.85	51,345.17	222,751.60
Other operating income	231.51	221.05	217.06	887.88	448.86	965.48	6.99	2,995.70
<b>Other income:</b>								
a) Exchange gain (net)	-	-	-	-	1,592.63	(293.15)	216.07	1,158.36
b) Others (net)	780.53	245.00	767.74	2,676.13	1,410.02	526.27	850.64	2,286.96
<b>Total income</b>	<b>4,222.78</b>	<b>3,786.91</b>	<b>4,249.34</b>	<b>17,207.83</b>	<b>63,849.57</b>	<b>58,942.45</b>	<b>52,418.87</b>	<b>229,192.62</b>
<b>Expenses</b>								
Employee benefits expense	895.11	851.49	772.71	3,263.63	38,981.42	34,369.41	29,664.59	127,787.54
Employee stock option expense	394.93	390.59	1,002.10	2,471.46	529.17	509.24	1,153.59	3,479.43
Technician fees	368.91	375.24	443.90	1,712.16	758.43	1,104.76	905.05	4,651.56
Technical service cost	92.41	208.15	242.62	909.41	2,205.64	1,806.29	1,343.50	7,631.16
Finance costs	1,622.38	4,035.02	990.24	7,413.11	4,871.78	9,311.89	3,763.78	21,230.69
Depreciation and amortisation expense	853.45	896.20	763.79	3,342.56	7,186.31	6,613.14	6,454.68	27,730.80
Other expenditure	1,165.55	1,551.09	1,101.84	4,955.71	10,112.78	11,444.99	9,110.56	40,559.17
Exchange loss (net)	8.46	(41.39)	19.68	82.59	-	-	-	-
<b>Total Expenses</b>	<b>5,401.20</b>	<b>8,266.39</b>	<b>5,336.88</b>	<b>24,150.63</b>	<b>64,645.53</b>	<b>65,159.72</b>	<b>52,395.75</b>	<b>233,070.35</b>
<b>(Loss) / Profit before tax</b>	<b>(1,178.42)</b>	<b>(4,479.48)</b>	<b>(1,087.54)</b>	<b>(6,942.80)</b>	<b>(795.96)</b>	<b>(6,217.27)</b>	<b>23.12</b>	<b>(3,877.73)</b>
<b>Tax expense</b>								
Current tax	273.08	-	-	-	523.26	1,967.02	336.37	3,292.91
Deferred tax	11.92	(961.59)	(65.44)	(1,282.33)	(468.19)	(1,953.67)	(619.45)	(2,730.35)
<b>Net (Loss) / Profit for the year / period</b>	<b>(1,463.42)</b>	<b>(3,517.89)</b>	<b>(1,022.10)</b>	<b>(5,660.47)</b>	<b>(851.03)</b>	<b>(6,230.62)</b>	<b>306.20</b>	<b>(4,440.29)</b>
<b>Other Comprehensive Income</b>								
A (i) Items that will not be reclassified to profit or loss	-	15.89	-	15.89	-	(72.59)	-	(72.59)
A (ii) Income tax relating to items that will not be reclassified to profit or loss	-	(4.63)	-	(4.63)	-	41.52	-	41.52
B (i) Items that will be reclassified to the profit or loss	-	-	-	-	(479.49)	302.86	656.30	383.11
B (ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-	-	-
<b>Other Comprehensive Income</b>	<b>-</b>	<b>11.26</b>	<b>-</b>	<b>11.26</b>	<b>(479.49)</b>	<b>271.79</b>	<b>656.30</b>	<b>352.04</b>
<b>Total Comprehensive Income</b>	<b>(1,463.42)</b>	<b>(3,506.63)</b>	<b>(1,022.10)</b>	<b>(5,649.21)</b>	<b>(1,330.52)</b>	<b>(5,958.83)</b>	<b>962.50</b>	<b>(4,088.25)</b>
<b>Net attributable to</b>								
Owners of the Company	(1,463.42)	(3,517.89)	(1,022.10)	(5,660.47)	(612.17)	(6,324.30)	94.91	(5,318.64)
Non-controlling interests	-	-	-	-	(238.86)	93.68	211.29	878.35
<b>Other comprehensive income attributable to</b>								
Owners of the Company	-	11.26	-	11.26	(578.78)	269.42	603.47	307.38
Non-controlling interests	-	-	-	-	99.29	2.37	52.83	44.66
<b>Total comprehensive income attributable to</b>								
Owners of the Company	(1,463.42)	(3,506.63)	(1,022.10)	(5,649.21)	(1,190.95)	(6,054.88)	698.38	(5,011.26)
Non-controlling interests	-	-	-	-	(139.57)	96.05	264.12	923.01
<b>Earnings Per Share</b>								
(a) Basic	(0.49)	(1.18)	(0.34)	(1.89)	(0.28)	(2.08)	0.10	(1.49)
(b) Diluted	(0.49)	(1.18)	(0.34)	(1.89)	(0.28)	(2.08)	0.10	(1.49)
<b>Paid-up equity share capital</b> (Face value - Rs 1/- per share)	2,991.66	2,991.66	2,988.79	2,991.66	2,991.66	2,991.66	2,988.79	2,991.66
<b>Reserve excluding revaluation reserve</b>				100,462.77				46,316.50



*[Signature]*





**PRIME FOCUS LIMITED**  
**Registered Office : Prime Focus House, Opp Citi Bank, Linking Road**  
**Khar (West), Mumbai, Maharashtra, India, 400052**  
**CIN: L92100MH1997PLC108981**

**Notes to Standalone and Consolidated Unaudited Financial Results for the quarter ended June 30, 2018:**

1. The Audit Committee has reviewed the above results and the Board of Directors has approved the above results and its release at their respective meeting held on August 14, 2018. The Statutory Auditors of the Company have carried out a limited review of the results for the quarter ended June 30, 2018.
2. Based on the information reviewed by the Chief Operating Decision Maker (CODM) regularly, the Company and the Prime Focus Limited group has single operating segment of integrated Post Production services.
3. Vide Business Transfer Agreement dated November 19, 2014 between the Company, Reliance Media Works Limited (RMW) and Reliance Land Private Limited, the Company acquired RMW's film and media services business for consideration other than cash. In accordance with the said Agreement, the transfer of BOT Agreement pertaining to the Studio including other business assets and liabilities related to the BOT Agreement ("Studios") and debt facilities of Rs. 20,000 lakhs was to be effected post receipt of the necessary additional approvals. Pending receipt of the additional approvals, the Studios' and the debt facilities have not been transferred to and recorded by the Company. However, based on the mutual understanding with RMW, the Company, continues to operate the Studio, recognise revenue from operations and incurs operating expenses including obligations towards lease rentals and property tax.
4. The figures for the quarter ended March 31, 2018 are the balancing figures between the audited figures for the financial year and year to date figures for the period up to nine months period ended December 31, 2017.

For and on behalf of the Board of Directors



**Naresh Malhotra**  
Director  
DIN No. 00004597

**Place: Mumbai**  
**Date: August 14, 2018**

