

**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 and nine months ended December 31, 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, February 14, 2019

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 and nine months ended December 31, 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 subsidiaries:

- Gener8 India Media Services Limited
- De-Fi Media Limited
- Prime Focus Technologies Limited
- Prime Focus Technologies UK Limited
- Prime Focus MEAD FZ LLC
- Prime Post (Europe) Limited
- Prime Focus Technologies Inc.
- DAX PFT LLC
- DAX Cloud ULC
- Apptarix Mobility Solutions Private Limited
- Prime Focus Production Services Private Limited (formerly known as Prime Focus Visual Effects Private Limited)
- GVS Software Private Limited
- Prime Focus Motion Pictures Limited
- Prime Focus Digital Services Private Limited (formerly known as Prime Focus 3D India 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
- Prime Focus Academy of Media & Entertainment Studies Private Limited
- Double Negative India Private Limited
- DNEG North America Inc.
- 1800 Vine street LLC (USA)
- Re: Define FX LTD (Formerly known as Prime Focus VFX Ltd)
- 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 forty two subsidiaries included in the consolidated unaudited financial results, whose interim financial information / financial results, before consolidation adjustments, reflect total revenues of Rs. 57,533.90 lakh and Rs. 166,247.67 lakh for the quarter and nine months ended December 31, 2018 respectively, total profit after tax of Rs. 1,864.90 lakh and Rs. 1,863.58 lakh for the quarter and nine months ended December 31, 2018 respectively and total comprehensive income of Rs. 1,901.17 lakh and total comprehensive loss of Rs. 3,024.05 lakh for the quarter and nine months ended December 31, 2018 respectively, 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 one subsidiary which have not been reviewed by their auditors, whose interim financial results/ financial information, before consolidation adjustments, reflect total revenues of Rs. 0.00 lakh and Rs. 2.02 lakh for the quarter and nine months ended December 31, 2018 respectively, total profit after tax of Rs. 0.00 lakh and Rs. 0.38 lakh for the quarter and nine months ended December 31, 2018 respectively and total comprehensive income of Rs. 0.00 lakh and Rs. 0.38 lakh for the quarter and nine months ended December 31, 2018 respectively, 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.

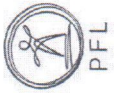
Our report on the Statement is not modified in respect of our reliance on the interim financial information / results certified by the Management.

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



Abhijit A. Damle
Partner
(Membership No. 102912)

MUMBAI, February 14, 2019



PRIME FOCUS LIMITED

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

CIN: L92100MH1997PLC108981

UNAUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2018

Rs. In Lakh

Particulars	Standalone				Consolidated							
	Quarter ended		Nine Months ended		Year ended		Quarter ended		Nine Months ended		Year ended	
	31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018	31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018
Income :	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Revenue from operations	4,031.36	3,373.03	3,311.99	10,615.13	10,322.96	13,643.82	64,475.54	59,873.72	59,045.75	184,747.32	165,007.75	222,751.60
Other operating income	231.68	231.69	241.16	694.88	666.83	887.88	932.43	694.40	1,914.76	2,075.69	2,030.22	2,995.70
Other income: (Refer note 6)												
a) Exchange gain (net)	-	16.14	-	-	-	-	4,166.65	521.73	-	6,281.01	1,451.51	1,158.36
b) Others (net)	2,286.39	341.25	1,245.23	3,408.17	2,431.13	2,676.13	157.52	668.61	260.36	2,236.15	1,760.69	2,286.96
Total income	6,549.43	3,962.11	4,798.38	14,718.18	13,420.92	17,207.83	69,732.14	61,758.46	61,220.87	195,340.17	170,250.17	229,192.62
Expenses												
Employee benefits expense	959.97	950.26	823.18	2,805.34	2,412.14	3,263.63	37,981.33	39,826.47	33,260.63	116,789.22	93,418.13	127,787.54
Employee stock option expense (Refer note 7)	83.34	1,637.95	399.27	2,116.22	2,080.87	2,471.46	265.16	1,907.16	421.93	2,701.49	2,970.19	3,479.43
Technician fees	433.89	396.30	432.69	1,199.10	1,336.92	1,712.16	938.38	901.71	1,512.35	2,598.52	3,546.80	4,651.56
Technical service cost	365.94	268.41	178.33	726.76	701.26	909.41	2,668.23	2,441.94	2,844.57	7,315.81	5,824.87	7,631.16
Finance costs - towards extinguishment of financial liability (Refer note 4)	-	-	-	-	-	-	-	2,643.20	-	2,643.20	-	-
Finance costs - Others	1,256.04	1,614.28	1,457.45	4,492.70	3,378.09	7,413.11	5,754.89	5,501.46	4,532.04	16,128.13	11,918.80	21,230.69
Depreciation and amortisation expense	860.28	849.87	864.21	2,563.60	2,446.36	3,342.56	7,712.55	7,085.77	7,578.08	21,984.63	21,117.66	27,730.80
Other expenditure	1,234.13	1,568.47	1,151.20	3,968.15	3,404.62	4,955.71	12,726.38	10,702.08	10,608.80	33,541.24	29,114.18	40,559.17
Exchange loss (net)	59.00	-	249.82	51.32	123.98	82.59	-	-	250.93	-	-	-
Total Expenses	5,252.59	7,285.54	5,546.15	17,923.19	15,884.24	24,160.63	68,046.92	71,009.79	61,009.63	203,702.24	167,910.63	233,070.35
(Loss) / Profit before tax	1,296.84	(3,323.43)	(747.77)	(3,205.01)	(2,463.32)	(6,942.80)	1,585.22	(9,251.33)	211.34	(8,362.07)	2,339.54	(3,877.73)
Tax expense	-	-	-	-	-	-	-	-	-	-	-	-
Current tax	-	-	-	273.08	-	-	337.93	516.63	855.12	1,377.82	1,325.89	3,292.91
Deferred tax	(218.42)	(11.92)	(211.76)	(218.42)	(320.74)	(1,282.33)	(1,296.63)	(2,624.18)	59.07	(4,389.00)	(776.68)	(2,730.35)
Net (Loss) / Profit for the year / period	1,515.26	(3,311.51)	(536.01)	(3,259.67)	(2,142.58)	(5,660.47)	2,643.92	(7,143.78)	(702.85)	(5,350.89)	1,790.33	(4,440.29)
Other Comprehensive Income												
A (i) Items that will not be reclassified to profit or loss	-	-	-	-	-	15.89	(61.23)	204.75	-	143.52	-	(72.59)
A (ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	(4.63)	(11.70)	(30.18)	-	(41.88)	-	41.52
B (i) Items that will be reclassified to the profit or loss	-	-	-	-	-	-	-	-	-	-	-	-
B (ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-	(3,510.38)	400.38	(648.23)	(3,589.49)	80.25	383.11
Other Comprehensive Income	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income	1,515.26	(3,311.51)	(536.01)	(3,259.67)	(2,142.58)	(5,645.21)	(3,583.31)	(6,568.83)	(1,351.08)	(8,838.74)	80.25	352.04
Net attributable to												
Owners of the Company	1,515.26	(3,311.51)	(536.01)	(3,259.67)	(2,142.58)	(5,660.47)	2,678.62	(6,513.64)	(665.51)	(4,447.19)	1,005.66	(5,318.64)
Non-controlling interests	-	-	-	-	-	-	(34.70)	(630.14)	162.66	(903.70)	784.67	878.35
Other comprehensive income attributable to												
Owners of the Company	-	-	-	-	-	11.26	(3,341.58)	458.64	(709.08)	(3,461.72)	37.96	307.38
Non-controlling interests	-	-	-	-	-	-	(241.73)	116.31	60.85	(26.13)	42.29	44.86
Total comprehensive income attributable to												
Owners of the Company	1,515.26	(3,311.51)	(536.01)	(3,259.67)	(2,142.58)	(5,649.21)	(662.96)	(6,055.00)	(1,574.59)	(7,908.91)	1,043.62	(5,011.26)
Non-controlling interests	-	-	-	-	-	-	(276.43)	(513.83)	223.51	(928.83)	826.96	923.01
Earnings Per Share												
(a) Basic	0.51	(1.11)	(0.18)	(1.09)	(0.72)	(1.89)	0.88	(2.39)	(0.24)	(1.79)	0.60	(1.49)
(b) Diluted	0.50	(1.11)	(0.18)	(1.09)	(0.72)	(1.89)	0.87	(2.39)	(0.24)	(1.79)	0.58	(1.49)
Paid-up equity share capital (Face value - Re. 1/- per share)	2,991.66	2,991.66	2,991.12	2,991.66	2,991.12	2,991.66	2,991.66	2,991.66	2,991.12	2,991.66	2,991.12	2,991.66
Reserve excluding revaluation reserve	-	-	-	-	-	100,462.77	-	-	-	-	-	46,316.50






PRIME FOCUS LIMITED
Registered Office: Prime Focus House, Opp. Citi Bank, Linking Road
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CIN: L92100MH1997PLC108981

Notes to Standalone and Consolidated Unaudited Financial Results for the quarter and nine months ended December 31, 2018:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors, at their respective meetings held on February 14, 2019. The Statutory Auditors of the Company have carried out a limited review of these results.
2. Based on the information reviewed by the Chief Operating Decision Maker (CODM), the Company has single operating segment, being 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 lakh was to be effected post completion of the process of transfer. Subsequent to the quarter end, the transfer of the Studios has been effected, whereas the take-over of debt facilities is under progress. Based on the mutual understanding with RMW, the Company, during the quarter, has continued to operate the Studio, recognise revenue from operations and incur operating expenses including obligations towards lease rentals and property tax.
4. Represents charge towards early settlement of a financial liability, which was accounted for at amortised cost.
5. In accordance with the shareholders' approval received during the quarter, the Company has completed the sale of entire shareholding in Gener8 India Media Services Limited, its wholly owned subsidiary to DNEG Creative Services Private Limited, another subsidiary, subsequent to quarter end.
6. Includes an amount of Rs 1,897.81 lakh, being gain on redemption of the Company's investment in 14,999,600 12% Optionally convertible preference shares of USD 1/- each, of its wholly owned subsidiary, PF World Limited (Mauritius).
7. The quarter ended September 30, 2018 included an additional ESOP expense of Rs 1430.85 lakh as against Rs 37.65 lakh recognised in the current quarter, on account of extension of exercise period of outstanding ESOPs from 2 to 5 years in September 2018.
8. Previous period figures have been regrouped and re-arranged wherever necessary to correspond to the figures of the current period.

For and on behalf of the Board of Directors


Naresh Malhotra
Director
DIN No. 00004597

Place: Mumbai
Date: February 14, 2019

