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December 15, 2016

To,
The BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Fax Nos: 22723121/2037/2039

Ref: Scrip Code: BSE Code: 532748 / NSE Code: PFOCUS

Subject: Certificate by Debenture Trustee under Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 52 (4) and 52 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a certificate duly signed by the Debenture Trustee under Regulation 52 (5) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Prime Focus Limited

**Parina Shah
Company Secretary**



Encl: A/a

UNIT TRUST OF INDIA INVESTMENT ADVISORY SERVICES LIMITED

Unit No.2, Block B, 1st Floor, JVPD Scheme, Gulmohar Cross Road No.9, Andheri (West), Mumbai - 400 049.
Tel. : 91-22-2628 5289, 2628 2234, 2328 2265, Fax : 91-22-2628 5239, Website : www.utias.com



UTIAS/TS-144/ 202 /PFL/2016-17

December 14, 2016

Prime Focus Limited

Prime Focus House

Linking Road,

Khar (West),

Mumbai - 400052

Kind Attn. Ms. Pareena Shah, CS

Madam,

Sub : Half yearly Certificate of Debenture Trustee for September 30, 2016

In compliance of the requirement of Chapter V, Regulation 52, Sub Regulations (4) & (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for Non - Convertible Debt Securities, we would like to state as under:

We are acting as Debenture Trustee for Zero Coupon, Unsecured, Redeemable, Non Convertible Debentures aggregating to Rs.190,10,00,000 issued by Prime Focus Limited, under Series A and Series B.

With reference to above we have received the Disclosure under Regulation 52(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for six months ended September 30, 2016 (enclosed as Annexure A) and have noted its contents without verification.

This certificate has been signed and issued by us based on the aforesaid Disclosure provided by you on December 14, 2016.

Thanking you.

Yours Sincerely,

Authorised Signatory

For Unit Trust of India Investment Advisory Services Ltd.

Encl. as above



Registered Office: Prime Focus House, Opp. Cit Bank, Linking Road
Khar West, Mumbai, Maharashtra, India, 400052
SIN: 192100X11109271(C108981)

Statement of standalone and consolidated unaudited financial results for the quarter and six months and quarter ended September 30, 2016

Rs. in Lakhs except per share data

Sr.No.	Particulars	Standalone			Consolidated		
		Quarter ended	Quarter ended	Six months period ended	Quarter ended	Quarter ended	Six months period ended
		30.09.2016	30.06.2016	30.09.2015	30.09.2016	30.09.2015	30.09.2016
1	Income from operations						
	Net sales / income from operations	3,965.27	3,752.96	3,600.14	46,551.73	52,571.38	43,991.97
	Other operating income	235.33	200.15	285.51	99.51	99.91	862.63
	Total income from operations	4,200.70	3,953.11	3,885.65	46,651.24	52,671.29	44,854.60
2	Expenses						
	Employer benefit expense	1,334.41	792.06	648.83	29,289.52	31,617.67	28,201.53
	Technical services	483.73	489.29	491.24	793.91	916.99	976.60
	Technical services cost	69.46	170.94	471.74	1,547.25	1,655.86	2,265.68
	Depreciation and amortisation expense	774.58	767.50	814.90	7,009.89	6,900.86	6,621.24
	Other expenditure (net)	1,107.88	967.95	927.25	8,149.88	8,327.32	8,131.21
	Exchange loss (net)	633.99	-	-	96.373	-	859.71
	Total Expenses	4,014.08	3,187.74	3,353.94	47,754.18	49,418.70	46,189.26
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	(203.38)	765.67	531.71	(1,102.94)	3,302.59	(1,332.71)
4	Other income		23.05	501.02	-	104.02	2,165.49
	a) Exchange gain (net)						29.12
	b) Others (net)		23.05	235.02		125.57	1,813.52
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	48.19	1,060.93	1,281.75	615.01	3,432.18	861.90
6	Finance costs	768.80	834.34	627.85	3,254.47	3,033.23	2,338.65
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(720.61)	226.59	653.90	(2,639.46)	398.95	(1,476.75)
8	Exceptional items	(1,845.73)	-	-	414.95	(10,186.11)	1,225.95
9	Profit / (Loss) from ordinary activities before tax (7 - 8)	1,125.12	226.59	659.90	(3,054.39)	10,585.06	(2,702.70)
10	Tax expense	129.81	49.28	223.17	895.78	58.94	269.85
11	Net Profit / (Loss) after tax and before minority (9 + 10)	885.31	177.31	436.73	(3,950.17)	10,526.12	(2,972.55)
12	Minority interest	-	-	-	(335.52)	505.90	(646.41)
13	Net Profit / (Loss) for the period (11 - 12)	885.31	177.31	436.73	(3,614.65)	10,220.22	(2,326.14)
14	Other comprehensive income (net of tax)	-	-	-	231.66	(2,017.97)	6.69
15	Total comprehensive income (net of tax) (13 + 14)	885.31	177.31	436.73	(3,383.19)	8,202.25	(2,319.45)
16	Financing equity share capital	2,988.79	2,988.79	2,988.79	2,988.79	2,988.79	2,988.79
17	Preference redemption reserve	-	-	-	-	-	-
18	Earnings Per Share (before exceptional items and net of tax)						
	(a) Basic	(0.29)	0.06	0.15	(11.07)	0.01	(0.37)
	(b) Diluted	(0.29)	0.06	0.15	(10.73)	0.01	(0.37)
	Earnings Per Share (after exceptional items)						
	(a) Basic	0.20	0.06	0.13	(12.10)	3.42	(0.78)
	(b) Diluted	0.20	0.06	0.13	(12.10)	3.12	(0.78)
19	Net worth						
20	(before service coverage ratio) (No of rupees)						
21	Interest service coverage ratio (No of times)						
22	Net - equity ratio						



for



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

Statement of assets and liabilities as at September 30, 2016

Rs. in lakhs

Particulars	Standalone	Consolidated
	30.09.2016	30.09.2016
1. Non-current assets		
(a) Property, plant and equipment	39,247.78	75,178.00
(b) Capital work-in-progress	138.91	310.85
(c) Goodwill	-	99,633.56
(d) Other intangible assets	336.48	52,025.87
(e) Intangible assets under development	-	6,284.36
(f) Financial assets		
(i) Investments	96,167.60	19,634.33
(ii) Loans	3,130.87	-
(iii) Others	2,134.76	11,433.37
(g) Other non-current assets	3,702.15	5,475.35
(h) Deferred tax asset (net)	2,587.44	9,385.80
	147,445.99	279,361.49
2. Current assets		
(a) Inventories	-	65.31
(b) Financial assets		
(i) Trade receivables	7,262.19	19,329.86
(ii) Cash and cash equivalents	19.20	4,885.75
(iii) Bank balances other than (ii) above	423.71	1,307.64
(iv) Loans	16,355.02	674.38
(v) Others	6,195.58	29,119.10
(c) Other current assets	1,935.48	16,194.72
	32,191.18	71,576.76
Total assets	179,637.17	350,938.25
Equity		
(a) Equity share capital	2,988.79	2,988.79
(b) Other equity	107,840.97	59,094.26
Equity attributable to equity holders of the Parent	110,829.76	62,083.05
Non-controlling interests	-	10,818.73
	110,829.76	72,901.78
Liabilities		
1. Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	37,149.32	91,057.12
(ii) Others	12,701.27	39,482.85
(b) Deferred tax liability (net)	-	10,974.48
(c) Provisions	218.41	1,715.22
(d) Other non-current liabilities	-	-
	50,069.00	143,229.67
2. Current liabilities		
(a) Financial liabilities		
(i) Borrowings	5,575.13	21,869.51
(ii) Current maturities of long-term borrowings	5,084.12	41,196.58
(iii) Trade payables	2,848.38	13,128.05
(iv) Others	4,879.79	56,717.42
(b) Provisions	14.06	190.52
(c) Current tax liability	336.93	1,704.72
(d) Other current liabilities	-	-
	18,738.41	134,806.80
Total equity and liabilities	179,637.17	350,938.25



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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 and six months ended September 30, 2016:

1. Results for the quarters ended September 30, 2016 and June 30, 2016 and half year ended September 30, 2016 are in compliance with Indian Accounting Standards (Ind-AS) notified by the Ministry of Corporate Affairs. Consequently, result for the quarter ended September 30, 2015 have been restated to comply with Ind-AS to make them comparable. The immediately preceding financial period was from July 1, 2015 to March 31, 2016. Consequently, the comparable quarter and year to date figures are for the quarter ended September 30, 2015.
2. The Audit Committee has reviewed the above results and the Board of Directors has approved the above results and its release at their respective meetings held on December 14, 2016. The Statutory Auditors of the Company have carried out a Limited Review of the results for the quarter ended June 30, 2016 and quarter and half year ended September 30, 2016. The Ind AS compliant financial results, pertaining to the corresponding quarter ended September 30, 2015 have not been subjected to limited review or audit. However, the management has exercised necessary due diligence to ensure that the financial results provide a true and fair view of its affairs.
3. The Post Production business is the primary segment for the Company.
4. 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, recognize revenue from operations and incurs operating expenses including obligations towards lease rentals and property tax.
5. Exceptional items for the period is as tabulated below:

Particulars	Standalone			
	Quarter ended September 30, 2016	Quarter ended June 30, 2016	Quarter ended September 30, 2015	Six months ended September 30, 2016
Profit on redemption of investments	(1,845.73)	-	-	(1,845.73)
	(1,845.73)	-	-	(1,845.73)

Rs. in lakhs

Particulars	Consolidated			
	Quarter ended September 30, 2016	Quarter ended June 30, 2016	Quarter ended September 30, 2015	Six months ended September 30, 2016
Profit on sale of investments#	*	(10,186.11)		(10,186.11)
Restructuring & integration costs	414.93	-	1,225.95	414.93
	414.93	(10,186.11)	1,225.95	(9,771.18)

Rs. in lakhs

During the quarter ended June 30, 2016, the Group sold 30% membership interest in Digital Domain - Reliance LLC to Digital Domain Holdings Limited and the profit on the said sale is Rs. 10,186.11 lakhs.



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6. The reconciliation between financial results as reported under Indian GAAP and Ind AS are summarized as follows:

Rs. in lakhs

	Three month period ended June 30, 2016		Three month period ended September 30, 2015	
	Standalone	Consolidated	Standalone	Consolidated
Previously reported net profit / (loss) as per Indian GAAP	419.60	10,615.03	497.58	(1,701.72)
Impact of depreciation / amortisation due to fair valuation of assets	(80.57)	(333.06)	(80.57)	(408.39)
Impact of share based payments	-	68.79	-	52.38
Measurement of financial assets, liabilities and embedded derivatives at amortised cost / fair value, as applicable	(90.51)	(101.23)	(42.53)	(358.23)
Attribution of time value of money to financial assets and deferred consideration for acquisitions	0.20	(249.42)	(0.18)	(215.54)
Others	(181.22)	36.18	31.56	64.52
Impact of tax including deferred tax	109.81	178.65	30.87	143.48
Impact of non-controlling interest	-	5.28	-	97.36
Profit / (loss) as per IND-AS	177.31	10,220.22	436.73	(2,326.14)

Further transition adjustments may be required to the financial statements as at 31st March, 2016 including those arising from new or revised standards or interpretations issued by the Ministry of Corporate Affairs or changes in use of one or more optional exemptions from full retrospective application of certain Ind AS Standards.

7. Company's Non-convertible debentures series A and B of Rs. 190.1 crore has credit rating of 'BBB+'. There is no change in rating during this quarter.

8. Ratio have been calculated as follows:

Debt Service Coverage Ratio = Profit before exceptional items, Interest on long term loans, Depreciation and Tax / (Principal repayment / transfer of total long term loans + Interest on long term loans).

Interest Service Coverage Ratio = Profit before exceptional items, Interest on long term loans, Depreciation and Tax / Interest on long term loans.

Debt Equity Ratio = Total borrowings (principal) / Shareholders Funds.

9. 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

Ramakrishnan Sankaranarayanan
Managing Director
DIN No. 02696897

Place: Mumbai
Date: December 14, 2016