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**Online Submission**

**April 18, 2017**

**To,**  
**The National Stock Exchange of India Limited**  
Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra East,  
Mumbai - 400 051  
Fax Nos.: 26598237 / 26598238

**To,**  
**BSE Limited**  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Fax  
Nos.: 22723121/2037/2039

**Ref: Scrip Code: BSE – 532748/ NSE - PFOCUS**

**Sub: Regulation 40(9) and 40(10) – Certificate for Half Year ended March 31, 2017**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 40(9) and 40(10) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, kindly find enclosed the Certificate from a practicing company secretary for half year ended March 31, 2017.

Kindly take the same on record and acknowledge the receipt.

Thanking you.

**Yours Faithfully,**  
**For Prime Focus Limited**

*Parina Shah*

**Parina Shah**  
**Company Secretary**

**Encl.: a/a**

**S. N. ANANTHASUBRAMANIAN & CO.**

**COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400601 | Tel 25345648/25432704 | Fax 25390292 | Email [sna@snaco.net](mailto:sna@snaco.net) | Website [www.snaco.net](http://www.snaco.net)

**CERTIFICATE UNDER REGULATION 40 (9) OF**

**SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)**

**REGULATIONS, 2015**

**FOR THE HALF YEAR ENDED 31<sup>st</sup> March, 2017**

We have examined the Share Transfer Forms, Memorandum of Transfers, registers, files and other documents relating to **Prime Focus Limited** bearing **CIN:L92100MH1997PLC108981 (ISIN INE367G01038)** and having its registered office at Prime Focus House, Opp. Citi Bank, Linking Road, Khar (West), Mumbai – 400 052. (hereinafter referred to as the Company) and maintained by **Link Intime India Private Limited**, Company's Registrar & Transfer Agents (RTA), relating to transfer and other requests received by the Company/ RTA pertaining to certificate/s of equity shares, for the period from **1<sup>st</sup> October, 2016 to 31<sup>st</sup> March, 2017** (review period) for the purpose of issuing a Certificate under Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with **Bombay Stock Exchange Limited** and **National Stock Exchange of India Limited**. Based on the aforesaid examination and information provided by the officers of the Company and / its RTA, we hereby certify that:

During the period under review, **no requests for transfer/ transmission/ deletion/ sub-division/ consolidation/ renewal/ duplicate/ exchange of shares** were received by the Company.

**For S. N. ANANTHASUBRAMANIAN & CO.**

**Company Secretaries**

**Aparna Gadgil**

**Partner**

**C.P. No. 8430**

**Date: 17<sup>th</sup> April, 2017**

**Place: Thane**

