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May 30, 2018

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 Obligations 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*



**Parina Shah  
Company Secretary &  
Compliance Officer**

Encl: A/a



Ref.no. 1008 /SBICTCL/DT/2018-19

Date: 31<sup>st</sup> May, 2018

To,  
**Prime Focus Limited**  
Prime Focus House,  
Opp Citi Bank, Linking Road,  
Khar (West) Mumbai 400052

**Sub:-Certificate u/r 52(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for Series B NCDs aggregating to Rs. 89,10,00,000/- by Prime Focus Ltd ("Issuer"), for the half year ended 31<sup>st</sup> March, 2018.**

Dear Sir/ Madam,

We are acting as Debenture Trustee for the captioned Debenture Issue. Pursuant to Regulation 52(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('Regulations') we state that we have taken note of the disclosures made by the Issuer under Regulation 52(4) of the Regulations as enclosed Annexure A.

Yours faithfully,  
**For SBICAP Trustee Company Limited**

**Authorised Signatory**



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May 30, 2018

To,  
SBICAP Trustee Company Limited  
Mumbai

**Subject: Disclosure under Regulation 52(4) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015**

Please find the below details of Disclosure under Regulation 52(4) of SEBI (Listing Obligations Disclosure Requirements Regulations, 2015 for the half year ended March 31, 2018:

Credit Rating and change in credit rating, if any – IND A-

Asset cover - N.A.

Debt Equity ratio – 0.38

Previous due date- N.A.

Next date- 05.11.2018 for series B

Debt service coverage ratio - 0.07

Interest service coverage ratio - 0.34

Debenture Redemption Reserve – Rs. 22,27,50,000

Networth – 102,925.98/- Lakhs (excluding fair value reserve of Rs.8,778.44/- Lakhs)

Net loss after tax- 5660.48/- Lakhs

Earnings per Share before exceptional items- Basic = (1.89); Diluted = (1.89)

Earnings per share after exceptional items- Basic = (1.89); Diluted = (1.89)

Kindly provide the certificate at the earliest.

**For Prime Focus Limited**

*Parina Shah*

**Parina Shah  
Company Secretary &  
Compliance Officer**

