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April 10, 2014

To,

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

Dear Sir,

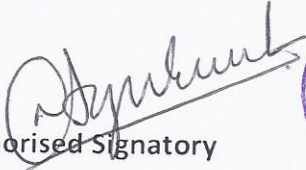
**Sub.: Quarterly Compliance pertaining to Unsecured Redeemable Non- Convertible
Debentures issued by Prime Focus Limited**

With reference to the captioned subject, please refer the attached Quarterly Compliance Report for the quarter ended March 31, 2014 for the Unsecured Redeemable Non- Convertible Debentures (NCD'S) of Rs. 190.10 Crores issued by Prime Focus Limited.

Thanking you,

Yours Truly,

For Prime Focus Limited


Authorised Signatory



Encl.: As above

Compliance Report for the quarter ended March 31, 2014

Name of Issuer Company : Prime Focus Limited

SN	Particulars	Remarks (Series A)	Remarks (Series B)
1	Description of the Debenture Series / Issue (Secured / Unsecured PCD / FCD / NCD)	Unsecured	Unsecured
2	Type of Issue (Private / Public / Rights)	Private Placement	Private Placement
3	Issue amount	Rs. 101,00,00,000/-	Rs. 89,10,00,000/-
4	Listed / Unlisted (If listed, the Exchange where listed)	Listed on Bombay Stock Exchange Ltd. (BSE)	Listed on Bombay Stock Exchange Ltd. (BSE)
5	Coupon Rate (if revised please specify)	Zero coupon	Zero coupon
6	Tenor of Issue	5 years from the date of allotment	6 years from the date of allotment
7	Date of Allotment of Debentures	November 5, 2012	November 5, 2012
8	Date of Issue of Debenture Certificate (Physical) or credit to Demat A/c	November 6, 2012	November 6, 2012
9	Utilisation of fund raised in the debenture issue and progress of the project, if any	Entire issue proceeds have been utilised for redemption of FCCB on 12th December, 2012	Entire issue proceeds have been utilised for redemption of FCCB on 12th December, 2012
10	Whether the debenture issued are not utilised for financing, replenishing funds or acquiring shareholding in other group companies	No	No
11	Confirmation on outstanding amount as on March 31, 2014	Rs. 101,00,00,000/-	Rs. 89,10,00,000/-
12	Last interest payment date and amount	NA	NA
13	Next interest payment date and amount	NA	NA
14	Last repayment date and amount	November 5, 2017 and Rs. 1,900,537,200/-	November 5, 2018 and Rs. 1,901,524,086/-
15	Next repayment date and amount	November 5, 2017 and Rs. 1,900,537,200/-	November 5, 2018 and Rs. 1,901,524,086/-
16	Whether there has been any default in payment of interest and/or principal amount ? If yes the due dates thereof	No	No
17	Instrument rated by	India Ratings & Research Private Limited	India Ratings & Research Private Limited
18	Credit rating at the time of issue	IND BBB (EXP)	IND BBB (EXP)
19	Present credit rating and date of change of credit rating. In case of revision, the reasons thereof and attach letter from credit rating agency indicating revision in rating.	IND A-	IND A-
20	a) No. of debenture holders on the date of allotment	1	1
	b) No. of debenture holders as on beginning of this quarter	1	1
21	Details of security created for the debentures	NA	NA
22	Whether any security is pending to be created for the debentures	NA	NA
23	Whether the secured Assets are insured? If yes, attach the copies thereof	NA	NA

24	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured assets for the issue have been paid. If No, please give details and reasons for the same	NA	NA
25	Whether Debenture Redemption Reserve (DRR) as per SEBI regulations and Companies Act has been maintained (if applicable). If No, please give reasons for the same	Yes	Yes
26	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of issue which is detrimental to the interest of debenture holders. If yes, please give details	No	No
27	Whether any orders, directions, notice of court / tribunal/authority affecting or likely to affect the secured assets has been passed. If yes, please give details	No	No
28	Whether any major change in the composition of the Board of Directors or shareholders as defined in the Takeover Regulations which amounts to change in control of Issuer Company has occurred. If yes, please give details	No	No
29	Security cover as on March 31, 2014	NA	NA
30	Whether any encumbrances have been created over the Secured Assets during this quarter. If yes, give the details	NA	NA
31	In case of Secured Debentures, whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	NA	NA
32	In case of Partially / Fully Convertible Debentures, whether the Debentures have been converted into Equity in accordance with the terms of issue? If no, please give reasons.	NA	NA
33	Whether the provisions of the following laws applicable to Debentures have been complied with:		
a)	Companies Act (for all the Issuers)	Yes	Yes

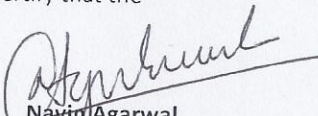
b)	SEBI Model Listing Agreement (for listed issues)	Yes	Yes
c)	SEBI Listing Regulations (for all issues)	Yes	Yes
d)	ICDR Regulations (for all issuers)	NA	NA
34	In case of listed issues, whether any dividend has been declared during this quarter.	No	No

Annexure

1	Updated list of names and addresses of Debenture Holders. (In case of large list, kindly provide a CD in lieu of hard copies)	Standard Chartered Private Equity (Mauritius) Limited c/o Kross Border Corporate Services Limited St Louis Business Centre, Cnr Desroches & St Louis Streets, Port Louis, Mauritius	Standard Chartered Private Equity (Mauritius) Limited c/o Kross Border Corporate Services Limited St Louis Business Centre, Cnr Desroches & St Louis Streets, Port Louis, Mauritius
2	Number and nature of grievances received from Debenture Holders and time frame within which the same were resolved by the Issuer Company. Nil statement to be submitted in case of no grievances.	NIL	NIL

Contact Details:			
a)	Name of Authorised Signatory	Naresh Malhotra	Naresh Malhotra
b)	E-mail Address	parina.sanghavi@primefocusworld.com	parina.sanghavi@primefocusworld.com
c)	Contact Number	7738356553	7738356553
d)	Name and Address of R & T Agent	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078

I, Navin Agarwal, Company Secretary of Prime Focus Limited, do hereby certify that the above information and details are true and correct.


Navin Agarwal
Company Secretary

Place : Mumbai

Date: April 10, 2014