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October 19, 2011

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Dear Sir/ Madam,

Ref: Scrip Id :- PFOCUS

Sub: Copies of Abstract under Section 302 of the Companies Act, 1956

Please find enclosed three copies of abstract under Section 302 of the Companies Act, 1956.

Kindly acknowledge and take the same on your records.

Thanking you

Yours Faithfully,

For Prime Focus Limited

PRIME FOCUS LTD MUMBAI

Bhavik Gala
Deputy Company Secretary & Manager Legal

CERTIFIED TRUE COPY
For Prime Focus Ltd.
Company Secretary

PRIME FOCUS LIMITED

Registered Office: 2nd Floor, Building - H, Main Frame It Park, Royal Palms,
Near Aarey Colony, Goregaon (East), Mumbai - 400065

To
The Members
Prime Focus Limited

ABSTRACT OF TERMS OF APPOINTMENT AND MEMORANDUM OF CONCERN OR INTEREST UNDER SECTION 302 OF THE COMPANIES ACT, 1956

Dear Members,

The Board of Directors of Prime Focus Limited **(the Company)**, at their meeting held on October 11, 2011 has appointed Mr. Ramakrishnan Sankaranarayanan as Managing Director of the Company for a period of 3(three) years and on the recommendation of remuneration Committee, also approved terms of appointment including payment of remuneration payable to him with effect from October 11, 2011, subject to the approval of Members of the Company and approval of the Central Government, required, if any, for payment of the remuneration.

Mr. Ramakrishnan Sankaranarayanan has over 17 years of rich experience performing technical, strategy, customer service, marketing, sales & general management roles in the IT industry. He has specific experience in deployment of technology within the Media & Entertainment sector. He holds a Bachelors Degree in Engineering from B.I.T.S Pilani, India and a MBA degree from S. P Jain Institute of Management & Research, Mumbai, India.

In compliance of Section 302 of the Companies Act, 1956, an abstract of the terms of appointment of Mr. Ramakrishnan Sankaranarayanan as Managing Director of the Company together with the Memorandum of concern or interest is set out below:

Terms of Appointment

A. Period: 3 (Three) years with effect from October 11, 2011

B. Remuneration :

i. Basic Salary: Rs. 1,30,000 (Rupees One Lac Thirty Thousand) per month.

ii. Allowances & Perquisites:

a. Housing: House Rent Allowance upto 50% of Basic Salary.

b. City Compensatory Allowanace: Rs. 90283 (Rupees Ninety Thousand Two Hundred Eighty Three) per month.

c. Conveyance Allowanance: Rs. 800 (Rupees Eight Hundred) per month.

d. Leave Travel Concession: Reimbursement of travelling expenses incurred for self and family during leave travel periods in accordance with the Rules of the Company subject to a ceiling of Rs. 50,000 per annum.

e. Medical Expenses: Reimbursement of medical expenses for self and family at actual subject to maximum limit of Rs. 15,000 per annum.

f. Car: Free Use of Company's Car including maintenance and operation.

g. Communication facilities: The Company shall reimburse telephone expenses for one telephone at residence as per the rules of the Company subject to a maximum limit of Rs 2500 per month.

The value of perquisites shall be evaluated as per Income-tax Rules wherever applicable, and at cost in the absence of any such Rule.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall be subject to the limits prescribed from time to time under Section 198, 309, 310 and all other applicable provisions of the Companies Act, 1956, (the Act) read with Schedule XIII to the said Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

The Board of Directors (which term shall be deemed to include any committee constituted / to be constituted by the Board) are authorised to revise the remuneration and perquisites payable to Mr. Ramakrishnan Sankaranarayanan from time to time.

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and perquisites shall be paid or given to Mr. Ramakrishnan Sankaranarayanan subject to the applicable provisions of Schedule XIII to the said Act.

So long as Mr. Ramakrishnan Sankaranarayanan functions as the Managing Director of the Company, he shall not be subject to retirement by rotation and shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.

Memorandum of concern or interest:

Except, Mr. Ramakrishnan Sankaranarayanan, Managing Director of the Company, who is deemed to be concerned or interested in the appointment & remuneration, no other Director of the Company is concerned or interested in the said appointment and remuneration.

By Order of the Board

For Prime Focus Limited

Sd/-
Navin Agarwal
Company Secretary

Place: Mumbai
Date: October 11, 2011