

Namit Malhotra

201, Priyanka Apts, N. S Road, J.V.P.D Scheme, Juhu, Mumbai – 400 049

May 11, 2017

To,
The National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, Bandra Kurla Complex
Bandra (East),
Mumbai- 400051
Fax Nos: 26598237/26598238

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

Dear Sir,

Sub: - Release of Shares

Disclosure under Regulation 31(2) and 31(3) of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011

Please find enclosed herewith the disclosure under Regulation 31 (2) & 31 (3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, pursuant to the Release of 210,000 Equity Shares on May 09, 2017 by IREP Credit Capital Private Limited.

Please accept the same and acknowledge the receipt.

Thanking You,

Yours faithfully,



Namit Malhotra

Encl.: As above

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| Name of the Target company(TC) | | | | Prime Focus Limited | | | | | | | | | | |
|---|--|--------------------------|----------------------------------|---|--------------------------|--|--|--|------------------------|----------------------------|--------------------------|---|---|--------------------------|
| Name of the Stock Exchanges where the shares of the target company are listed | | | | BSE Limited National Stock Exchange of India Limited | | | | | | | | | | |
| Date of reporting | | | | 11-05-2017 | | | | | | | | | | |
| Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked | | | | Namit Malhotra | | | | | | | | | | |
| Details of the creation of encumbrance: | | | | | | | | | | | | | | |
| Name of the Promoter(s) or PACs with him(**) | Promoter holding in the target company (1) | | | Promoter holding already encumbered (2) | | Details of events pertaining to encumbrances (3) | | | | | | | Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]} | |
| | No. of shares | % of total share capital | % w.r.t diluted share capital(*) | No. of shares | % of total share capital | Type of event (creation / release / invocation) | Date of creation / invocation / release of encumbrance | Type of encumbrances (pledge / lien / non disposal undertaking / others) | Reason for encumbrance | No. of shares Encumbrances | % of total share capital | Name of the entity in whose favor shares encumbered | No. of shares | % of total share capital |
| Namit Malhotra | 1,49,00,000 | 4.99% | 4.99% | 6630000 | 2.22% | Release | May 09, 2017 | Pledge | Loan Repayment | 210000 | 0.07% | IREP Credit Capital Pvt. Ltd. | 6420000 | 2.15% |
| Naresh Malhotra | 6,22,01,546 | 20.81% | 20.81% | 4,23,92,093 | 14.18% | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Monsoon Studio Private Limited | 2,75,06,095 | 9.20% | 9.20% | 44,29,172 | 1.48% | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| <u>Person Acting in Concert (PAC) with Promoters</u> Reliance Media Works Financial Services Pvt. Ltd.*** | 10,49,39,361 | 35.11% | 35.11% | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |



Signature of the Authorized Signatory
Place: Mumbai
Date: 11-05-2017

Note: - Total Paid up share capital of Prime Focus Limited (TC) is 298878974 equity shares of Rs. 1/- each.

(***) As set out in the Letter of Offer dated December 08, 2014 issued by Reliance MediaWorks Limited alongwith Reliance Land Private Limited (PAC 1), Mr. Namit Malhotra (PAC 2), Mr. Naresh Malhotra (PAC 3), Monsoon Studio Private Limited (PAC 4), this includes 10,49,39,361 shares which were held by Reliance MediaWorks Limited, a person acting in concert with the Promoters. Further, Reliance MediaWorks Limited, sold 10,49,39,361 shares on March 30, 2017 to Reliance MediaWorks Financial Services Private Limited (a wholly owned subsidiary of Reliance MediaWorks Limited) by way of inter-se transfer of shares under Regulation 10(1)(a)(iii) of SEBI (SAST) Regulations 2011.

(**) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(*) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31(1b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Diluted shares/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.
