

**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) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|   |               |  |                                  |   |                          |  |   |   |               |                          |   |   |                          |
|---|---------------|--|----------------------------------|---|--------------------------|--|---|---|---------------|--------------------------|---|---|--------------------------|
| Name of the Target company(TC)  |               |  |                                  | <b>Prime Focus Limited</b>  |                          |  |   |   |               |                          |   |   |                          |
| Name of the Stock Exchanges where the shares of the target company are listed             |               |  |                                  | Bombay Stock Exchange Limited<br>National Stock Exchange of India Limited |                          |  |   |   |               |                          |   |   |                          |
| Date of reporting   |               |  |                                  | 24-04-2015  |                          |  |   |   |               |                          |   |   |                          |
| Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked |               |  |                                  | Naresh Malhotra   |                          |  |   |   |               |                          |   |   |                          |
| <b>Details of the creation of encumbrance:</b>  |               |  |                                  |   |                          |  |   |   |               |                          |   |   |                          |
| 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 encumbrances | Type of encumbrances (pledge/ lien/ non disposal undertaking/ others) | No. of shares | % of total share capital | Name of the entity in whose favor shares encumbered | No. of shares   | % of total share capital |
| <b>Promoters:</b>   |               |  |                                  |   |                          |  |   |   |               |                          |   |   |                          |
| Naresh Malhotra   | 6,22,01,546   | 20.81%                                     | 20.81%                           | 5,54,06,000   | 18.54%                   | Creation   | April 17, 2015  | Pledge  | 2,10,000      | 0.07%                    | Kotak Mahindra Bank Limited                         | 5,56,16,000   | 18.61%                   |
| Namit Malhotra  | 1,49,00,000   | 4.99%                                      | 4.99%                            | 49,00,000   | 1.64%                    | NIL  | NIL   | NIL   | NIL           | NIL                      | NIL   | NIL   | NIL                      |
| Monsoon Studio Private Limited  | 2,75,06,095   | 9.20%                                      | 9.20%                            | NIL   | NIL                      | NIL  | NIL   | NIL   | NIL           | NIL                      | NIL   | NIL   | NIL                      |
| <b>Person Acting in Concert (PAC) with Promoters</b>                                      |               |  |                                  |   |                          |  |   |   |               |                          |   |   |                          |
| Reliance MediaWorks Limited   | 1340,80,061   | 44.86%                                     | 44.86%                           | NIL   | NIL                      | NIL  | NIL   | NIL   | NIL           | NIL                      | NIL   | NIL   | NIL                      |



Signature of the Authorized Signatory  
Place: Mumbai  
Date: 24-04-2015

**Note:-** Total Paid up share capital of Prime Focus Limited (TC) is increased to 298878974 equity shares of Rs. 1/- each from 185417436 equity shares of Rs. 1/- each after preferential allotment of 11,34,61,538 equity shares on April 7, 2015

(\*\*) 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 Clause 35 of the listing Agreement. 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.

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