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Date: April 22, 2015

To,  
BSE Limited  
Listing Department,  
Phiroze Jeejebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Fax Nos.:22723121/2037/2039

**Ref: Scrip Code: BSE – 532748**

**Sub: Shareholding Pattern pursuant Clause 35(c) – change in capital restructuring of the Company resulting in a change exceeding 2% of the total paid-up share capital**

Dear Sir/ Madam,

With reference to your email dated April 20, 2015 enclosed herewith, stating that the covering letter provided along with the submission of shareholding pattern by the Company under Clause 35(c) of the Listing Agreement does not contain the details pursuant to which it has been filed, in this context, we hereby state the facts as follows:

- 1) The Company received the approval of the Board of Directors for issue of equity shares on preferential basis to the following allottees subject to the approval of the Shareholders:

Sr. No.	Name of the Allottees	No. of Shares
1.	Monsoon Studio Private Limited	23,076,923 Equity Shares of a face value of Re.1/- at a minimum price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share
2.	Reliance MediaWorks Limited	23,076,923 Equity Shares of a face value of Re.1/- each at a minimum price of Rs. 52/- (including a premium of Rs. 51/-) per Equity Share
3.	Reliance MediaWorks Limited	67,307,692 Equity Shares of a face value of Re.1/- towards the transfer of its Film and Media Services business ("F&M Business") to the Company for a net consideration of Rs. 350,00,00,000/-.

- 2) The aforesaid issue was approved by the Shareholders at the Extra-ordinary General Meeting of the Company held on January 28, 2015 pursuant to which the Company had filed the Pre-preferential Listing application for in-principal approval with BSE Limited and The National Stock Exchange of India Limited on February 04, 2015.





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The said Pre-Preferential approval was received from the BSE Limited and The National Stock Exchange of India Limited on the following dates:

Sr. No.	Name of the Stock Exchange	Date of Receipt of Pre-preferential in-principal listing approval
1.	BSE Limited	March 27, 2015
2.	The National Stock Exchange of India Limited	March 17, 2015

- 3) Pursuant to the receipt of the said Pre-preferential listing approval as aforesaid, the Company has allotted the Equity Shares on Preferential basis to the following allottees, which was approved by the Board of Directors in its Meeting held on April 07, 2015:

Sr. No.	Name	No. of Equity Shares	Issue Price	Aggregate Consideration
1.	Monsoon Studio Private Limited	23,076,923	Rs. 52 per share (including premium of Rs. 51)	Rs. 1,19,99,99,996 (rounded off to Rs. 120,00,00,000)
2	Reliance MediaWorks Limited	23,076,923	Rs. 52 per share (including premium of Rs. 51)	Rs. 1,19,99,99,996 (rounded off to Rs. 120,00,00,000)
3	Reliance MediaWorks Limited	67,307,692	Consideration other than cash Rs.52 per share including premium of Rs.51)	Rs 3,49,99,99,984 (rounded off to Rs. 3,50,00,00,000)
	<b>TOTAL</b>	<b>113,461,538</b>		

- 4) On allotment of the aforesaid shares, the total paid up share capital of the Company increased from Rs. 18,54,17,436/- to Rs. 29,88,78,974/- i.e. an increase by 37.96% of the existing total paid capital of the Company after including 11,34,61,538 equity shares allotted on preferential basis to the aforesaid allottees.
- 5) The Company has filed the application for final listing approval with BSE Limited on April 15, 2015 and with The National Stock Exchange of India Limited on April 16, 2015, the approval for which is awaited from the Stock Exchanges.

Pursuant to the provisions of Clause 35(c) of the Listing Agreement, since the change in the total paid up capital of the Company exceeds 2%, the Company has filed the Shareholding Pattern as on April 07, 2015 which is the date of allotment of shares detailed in 4 above. The copy of the Shareholding Pattern is annexed herewith.





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- 6) As regards the information on the trading approval details, BENPOS details of RTA , Credit details with the depositories , approval reference etc.; the same is pending application considering that the final listing application is pending approval of regulatory authorities i.e. the BSE and The National Stock Exchange of India Limited, as already stated in 5) above.

Kindly find attached herewith the copy of the shareholding pattern as on April 07, 2015 pursuant to Clause 35(c) of the Listing agreement.

Kindly acknowledge the receipt and take the same on record.

Thanking you.

**Yours Faithfully,  
For Prime Focus Limited**

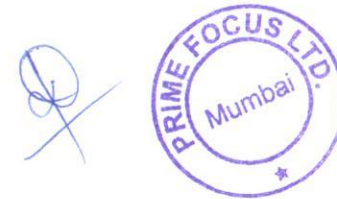
**Kirti Desai  
Company Secretary**

**Encl: as above**



## (l) (a) Statement showing Shareholding Pattern as on April 07, 2015 (Post-Allotment of shares on preferential basis)

Name of the Company:		PRIME FOCUS LIMITED	
Scrip Code, Name of the scrip, class of security:		BSE- 532748, NSE- PFOCUS; Equity	
Quarter ended:		N.A.	
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by Promoter / Promoter Group	0	0.00	0.00
Held by public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total No. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by Promoter / Promoter Group	0	0.00	0.00
Held by public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by Promoter / Promoter Group	0	0.00	0.00
Held by public	0	0.00	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>			<b>298,878,974</b>



Statement showing shareholding pattern

Category Code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII)/(IV)*100
<b>(A)</b>	<b>Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/Hindu Undivided Family	2	77101546	77101546	25.80	25.80	60306000	78.22
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	1	27506095	4429172	9.20	9.20	-	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
(f)	Person Acting in concert with Promoters							
	Bodies Corporate - Reliance MediaWorks Limited	1	134080061	43695446	44.86	44.86	-	-
	<b>Sub Total (A)(1)</b>	<b>4</b>	<b>238687702</b>	<b>125226164</b>	<b>79.86</b>	<b>79.86</b>	<b>60306000</b>	<b>25.27</b>
<b>2</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Qualified Foreign Investors	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>4</b>	<b>238687702</b>	<b>125226164</b>	<b>79.86</b>	<b>79.86</b>	<b>60306000</b>	<b>25.27</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/UTI	1	53035	53035	0.02	0.02	0	0.00
(b)	Financial Institutions / Banks	3	46782	46782	0.02	0.02	8428	18.02
(c)	Central Government/State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	1	400000	400000	0.13	0.13	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Qualified Foreign Investors	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub Total (B) (1)</b>	<b>5</b>	<b>499817</b>	<b>499817</b>	<b>0.17</b>	<b>0.17</b>	<b>8428</b>	<b>1.69</b>
<b>2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	324	9505666	9505666	3.18	3.18	8217388	86.45
(b) (i)	Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	11943	10284975	10283595	3.44	3.44	138378	1.35
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	11	1871655	1871655	0.63	0.63	-	-



Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII)/(IV)*100
(c)	Qualified Foreign Investors	-	-	-	-	-	-	-
(d)	<b>Any Other</b>							
i	Non Resident Indians (Repat)	137	836152	836152	0.28	0.28	-	-
ii	Non Resident Indians (Non Repat)	61	354718	354718	0.12	0.12	-	-
iii	Foreign Companies	1	36549990	36549990	12.23	12.23	-	-
iv	Clearing Member	145	288299	288299	0.10	0.10	29307	10.17
v	Directors / Relatives	-	-	-	-	-	-	-
vi	Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-
vi	Trusts	-	-	-	-	-	-	-
	<b>Sub Total (B)(2)</b>	<b>12622</b>	<b>59691455</b>	<b>59690075</b>	<b>19.97</b>	<b>19.97</b>	<b>8385073</b>	<b>14.05</b>
	<b>Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)</b>	<b>12627</b>	<b>60191272</b>	<b>60189892</b>	<b>20.14</b>	<b>20.14</b>	<b>8393501</b>	<b>13.94</b>
	<b>Total (A)+(B)</b>	<b>12631</b>	<b>298878974</b>	<b>185416056</b>	<b>100.00</b>	<b>100.00</b>	<b>68699501</b>	<b>22.99</b>
(C)	Shares held by custodians and against which Depository Receipts have been issued							
i	Promoter and Promoter group	-	-	-	-	-	-	-
ii	Public	-	-	-	-	-	-	-
	<b>Sub Total ( C )</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>12631</b>	<b>298878974</b>	<b>185416056</b>	<b>100.00</b>	<b>100.00</b>	<b>68699501</b>	<b>22.99</b>



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No	Name of the shareholder	PAN of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
			Number of shares held	As a % of grand total (A) +(B) +( C )	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % of total number of warrants of the same	Number of convertible securities held	As a % of total number of convertible securities	
(I)	(II)		(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Naresh Malhotra	AADPM9824D	62201546	20.81	55406000	89.07	18.54	-	-	-	-	20.81
2	Namit Malhotra	AACPM0384K	14900000	4.99	4900000	32.89	4.99	-	-	-	-	4.99
3	Monsoon Studio Private Limited	AAHCM0799E	27506095	9.20	0	0	9.20	-	-	-	-	9.20
4	Reliance Mediaworks Limited (PAC)	AAACA4252H	134080061	44.86	0	0	44.86	-	-	-	-	44.86
<b>TOTAL</b>			<b>238687702</b>	<b>79.86</b>	<b>60306000</b>	<b>25.27</b>	<b>23.52</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>79.86</b>

(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011



**(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	PAN of the Shareholder	Number of shares held	Shares as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above]	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
					Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	STANDARD CHARTERED PRIVATE EQUITY (MAURITUS) III LIMITED	AAJCS5416L	36549990	12.23	-	-	-	-	19.71
2	TOP CLASS CAPITAL MARKETS PRIVATE LIMITED	AACCT5800G	7308400	2.45	-	-	-	-	3.94
<b>TOTAL</b>			<b>43858390</b>	<b>14.67</b>	-	-	-	-	<b>23.65</b>





(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	PAN of the Shareholder	Number of shares	Shares as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above]	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a
					Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	STANDARD CHARTERED PRIVATE EQUITY (MAURITIUS)III LIMITED	AAJCS5416L	36549990	12.23	-	-	-	-	19.71
<b>TOTAL</b>			<b>36549990</b>	<b>12.23</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.71</b>



( I ) (d) Statement showing details of Locked in shares

Sr No	Name of the Shareholders	Number of Shares	Shares as a percentage of total number of shares ( ie Grand Total (A)+(B)+(C) Indicated of statement at para ( I)(a) above	Promoter/Promoter Group/Public
1	Namit Malhotra -AACPM0384K	10000000	3.35	Promoters
2	MONSOON STUDIO PRIVATE LIMITED**	23076923	7.72	Promoter Group
3	RELIANCE MEDIAWORKS LIMITED**	90384615	30.24	Person Acting in Concert with Promoters
	<b>Total</b>	<b>123461538</b>	<b>41.31</b>	

\*\* Date of lock-in will be from the date of trading approval.

( II ) (a) Statement showing details of Depository Receipts ( DRs) - NIL

Sr No	Type of outstanding DR ( ADRs,GDRs,SDRs etc)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of Total number of shares ( ie Grand Total (A) + ( B) + ( C) indicated in statement at para ( i) (a) above
1	N.A.	N.A.	N.A.	N.A.
	<b>TOTAL</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>

(II ) (b) statement showing holding of Depository Receipts ( DRs) ,where underlying shares held by promoter / promoter group are in excess of 1% of the total number of shares - NIL

Sr No	Name of DR Holder, Type of outstanding DR ( ADRs,GDRs,SDRs etc)	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of Total number of shares ( ie Grand Total (A) + ( B) + ( C) indicated in statement at para ( i) (a) above
1	N.A.	N.A.	N.A.
	<b>TOTAL</b>	<b>N.A.</b>	<b>N.A.</b>

