



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
VANCOUVER

November 19, 2014

To,

The National Stock Exchange of India
Listing Department,
Exchange Plaza, Bandra Kurla Complex
Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

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

Ref: NSE Code: PFOCUS / BSE Code: 532748

Sub: Intimation on execution of business transfer agreement and share subscription cum shareholders' agreement under Clause 36 of the Listing Agreement

Dear Sir/ Madam,

We are pleased to inform that the Company proposes to acquire assets from Reliance MediaWorks Limited and issue shares to Reliance MediaWorks Limited towards this purpose the Company has executed:

1. Business Transfer Agreement ("BTA"), in accordance with the approval of the board of directors dated July 2, 2014 and the members dated August 1, 2014, for transfer of the film and media services Business from Reliance MediaWorks Limited comprising of the digital intermediate, digital cinema, shooting studio, visual effects and restoration facility amongst others, as a going concern on a slump sale basis for a net consideration of INR 350,00,00,000/- (Indian Rupees three hundred and fifty crores).
2. Share Subscription cum Shareholders' Agreement, in accordance with the approval of the board of directors dated July 2, 2014 and the members dated August 1, 2014, for issuance of (i) upto 23,076,923 equity shares to Monsoon Studio Private Limited on preferential basis for a consideration of Rs. 120,00,00,000/- (ii) upto 23,076,923 equity shares to Reliance Media Works Limited on preferential basis for a consideration of Rs. 120,00,00,000/- and (iii) upto 67,307,692 equity shares to Reliance Media Works Limited are to be issued for a consideration other than cash towards the transfer of its film and media services business under the BTA.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,
Yours faithfully,
For Prime Focus Limited

Shah

Authorised Signatory

