

**Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part – A – Details of the Acquisition**

Name of the Target Company (TC)	Prime Focus Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Monsoon Studio Private Limited  Person Acting in concert:  (i) Mr. Namit Malhotra ("Namit") (ii) Mr. Naresh Malhotra ("Naresh") (iii) Reliance MediaWorks Limited ("RMW") Reliance Land Private Limited ("RLPL")		
Whether the acquirer belongs to Promoter / Promoter group	Yes, Namit and Naresh hold 100% of the share capital of the Acquirer.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	Namit - 149,00,000	8.04	8.04
b) <del>Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)</del>	<del>Naresh - 622,01,546</del>	<del>33.54</del>	<del>33.54</del>
c) <del>Voting Rights (VR) otherwise than by equity shares that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</del>			
d) Total (a+b+c+d)			
Details of acquisition			
a) Shares carrying voting rights acquired	Acquirer - 44,29,172 RMW - 4,36,95,446	2.39 23.57	2.39 23.57
b) <del>VRs acquired otherwise than by equity shares</del>			
c) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to</del>			





<p>receive shares carrying voting rights in the TC (specify holding in each category) acquired</p> <p>d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)</p> <p>e) Total (a+b+c+/-d)</p>			
<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by equity shares</p> <p>c) <del>Warrants/ convertible securities / any other instrument than entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</del></p> <p>d) <del>Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)</del></p> <p>e) Total (a+b+c+d)</p>	<p>Acquirer - 44,29,172</p> <p>RMW - 4,36,95,446</p> <p>Namit - 149,00,000</p> <p>Naresh - 622,01,546</p>	<p>2.39</p> <p>23.57</p> <p>8.04</p> <p>33.54</p>	<p>2.39</p> <p>23.57</p> <p>8.04</p> <p>33.54</p>
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-set transfer/encumbrance, etc.)</p>	<p>Open Offer</p> <p>Pursuant to an open offer Reliance MediaWorks Limited and Monsoon Studio Private Limited acquired shares as follows:</p> <p>Acquirer - 44,29,172</p> <p>RMW - 4,36,95,446</p>		
<p>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.</p>	<p>Not applicable. Only equity shares have been acquired.</p>		
<p>Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ <del>warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</del></p>	<p>January 20, 2015</p>		
<p>Equity share capital / total voting capital of the TC before the said acquisition</p>	<p>Rs. 18,54,17,436 with each equity share of face value of Rs. 1/- each.</p>		



Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 18,54,17,436 with each equity share of face value of Rs. 1/- each.
Total diluted share/voting capital of the TC after the said acquisition	Rs. 18,54,17,436 with each equity share of face value of Rs. 1/- each.

For Monsoon Studio Private Limited

  
Director



Place: Mumbai

Date: January 22, 2015

Note:

(\*) Total share capital/ voting 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 share/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.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.