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December 7, 2017

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

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

Dear Sir/Madam,

Ref.: Scrip Code: BSE – 532748/NSE – PFOCUS

Sub.: Intimation under Regulations 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended regarding the outcome of Board Meeting held on December 7, 2017

With reference to the captioned subject and further to our intimation letter dated December 04, 2017, we would like to inform you that a meeting of the Board of Directors (the "Board") of Prime Focus Limited (the "Company") was held today i.e. December 7, 2017, wherein the Board has *inter-alia* considered and approved the following:

1. Issuance of up to 3,11,32,076 (Three Crore Eleven Lakh Thirty Two Thousand and Seventy Six only) fully convertible warrants on preferential basis, for an amount aggregating up to Rs. 330 Crore (Rupees Three Hundred Thirty Crore) with a right exercisable by the warrant holder to subscribe for one equity share of the Company per warrant. Such right shall be exercisable by the warrant holder on or after April 1, 2018, but not later than 18 months from the date of issue of the warrants. The proceeds from the preferential issue are proposed to be utilized to reduce the existing debt of the Company, to augment the working capital of the Company and for other general corporate purposes. The details of the proposed preferential issue are as follows:

a. Promoter and Promoter Group

Issue of up to 2,83,01,887 convertible warrants at a price of Rs. 106 each, convertible into equity shares of Re. 1 each, aggregating up to Rs. 300 Crore (Rupees Three Hundred Crore) to Monsoon Studio Private Limited, a member of the Promoter Group of the Company.





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b. Non-Promoter

Issue of up to 28,30,189 convertible warrants at a price of Rs. 106 each, convertible into equity shares of Re. 1 each, aggregating up to Rs. 30 Crore (Rupees Thirty Crore) to Mr. Anshul Doshi, who is not a member of the Promoter and Promoter Group of the Company.

The preferential issue shall be undertaken in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, and other applicable laws, subject to the shareholder's approval at the ensuing Extra-Ordinary General Meeting of the Company.

2. Increase in the authorized share capital of the Company and alteration of the Capital Clause in the Memorandum of Association of the Company, subject to the shareholder's approval at the ensuing Extra-Ordinary General Meeting of the Company.

The Board meeting commenced at 10.00 a.m. and concluded at 11.50 a.m.

Kindly take the above on your records and acknowledge receipt of the same.

Thanking You

For Prime Focus Limited

Parina Shah

Parina Shah

Company Secretary & Compliance Officer

