

# RELIANCE MEDIAWORKS FINANCIAL SERVICES PRIVATE LIMITED

Regd Office: Communication Centre, Film City Complex, Goregaon East, Mumbai 400 065.  
CIN: U74999MH2017PTC292285

March 22, 2017

To,

**The Manager**  
**DCS - CRD**  
**BSE Limited**  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**The Manager**  
**Listing Department**  
**The National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor, Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051

Dear Sirs,

**Sub: Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Please find attached herewith the disclosure under Regulation 10(5) for the acquisition under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,  
**For Reliance MediaWorks Financial Services Private Limited**

*S. M. Kadakia*

**Satish Kadakia**  
**Director**  
**DIN: 07004001**

Encl: a/a



**Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Prime Focus Limited
2.	Name of the acquirer(s)	Reliance MediaWorks Financial Services Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	No.  The holding company of the Acquirer, viz. Reliance MediaWorks Limited holds 35.11% equity stake in the TC.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Reliance MediaWorks Limited
	b. Proposed date of acquisition	On or after March 30, 2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Upto 10,49,39,361 shares
	d. Total shares to be acquired as % of share capital of TC	Up to 35.11%
	e. Price at which shares are proposed to be acquired	On market
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares between holding company and wholly owned subsidiary
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a) (iii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period	Rs. 83.95 per share – as per data from NSE Rs. 83.90 per share – as per date from BSE
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Not Applicable
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable	Yes. The Acquirer hereby declares that the acquisition price would not be higher by more than 25% of the price computed in point 6.
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter	Yes



	V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)				
	ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	Not Applicable			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes. The Acquirer hereby declares that all the conditions specified under regulation 10(1)(a) with respect to exemptions have been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	A Acquirer(s) and PACs (other than sellers)(*)	-	-	10,49,39,361	35.11%
	B Seller(s) - Reliance MediaWorks Limited	10,49,39,361	35.11%	-	-

**Note:**

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**For Reliance MediaWorks Financial Services Private Limited**

*S. M. Kadavnia*

**Authorised Signatory**

**Place: Mumbai**

**Date: March 22, 2017**

