## Naresh Malhotra

201, Priyanka Apts, N. S Road, J.V.P.D Scheme, Juhu, Mumbai - 400 049

June 29, 2017

To, The National Stock Exchange of India Ltd. Listing Department Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai- 400051

Fax Nos: 26598237/26598238

To,
The BSE Limited,
Listing Department,
Phiroze Jeejebhoy Towers,
Dalal Street
Mumbai- 400001.

Fax Nos: 22723121/2037/2039

Dear Sir,

Sub: - Release of Shares

Disclosure under Regulation 31(2) and 31(3) of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011

Please find enclosed herewith the disclosure under Regulation 31 (2) & 31 (3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, pursuant to Release of 47,20,000 Equity Shares of Prime Focus Limited on June 27, 2017 by Standard Chartered Bank.

Please accept the same and acknowledge the receipt.

Thanking You,

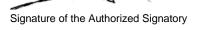
Yours faithfully,

Naresh Malhotra

Encl.: As above

## Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/-release of encumbrance, in terms of Regulation-31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target company(TC)					Prime Focus Limited										
Name of the Stock Exchanges where the shares of the target					BSE Limited										
company are listed					National Stock Exchange of India Limited										
Date of reporting 29-06-20					9-06-2017										
Name of the promoter or PAC on whose shares encumbrance Nare					Naresh Malhotra										
has been <del>created</del> /r	eleased/ <del>invoke</del>	d													
Details of the crea	ation of encum	brance:													
Name of the	Promoter holding in the target Promote				ding	Details of events pertaining to encumbrances (3)							Post event holding of		
Promoter(s) or	company (1) already			already encu	ncumbered (2)							encumbered shares			
PACs												{creation [(2)+(3)] /			
with him(**)													release [(2)-(3)] /		
					_								invocation [(2)-(3)]}		
	No. of	%of	% w.r.t	No. of	% of total	Type of	Date of	Type of	Reason	No. of	% of	Name of the	No. of	% of total	
	shares	total	diluted	shares	share	event	creation /	encumbran	for	shares	total	entity in whose	shares	share	
		share	share		capital	(creation /	invocation	ces	encumbra	encumbr	share	favor shares		capital	
		capital	capital(*)			release /	release of	(pledge/	nce	ances	capital	encumbered			
						invocation)	encumbrance	lien/ non							
								disposal							
								undertaking							
								/ others)							
Naresh Malhotra	6,22,01,546	20.81%	20.81%	4,23,92,093	14.18%	Release	June 27,	Pledge	Loan	4720000	1.58%	Standard	3,76,72,093	12.60%	
							2017		Repayment			Chartered			
												Bank			
						l					l			l	
Namit Malhotra	1,49,00,000	4.99%	4.99%	64,20,000	2.15%	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Managara Otrodia															
Monsoon Studio	0.75.00.005	0.000/	0.000/	44.00.470	4.400/	NIL	l NIII	NIII	NIL	NIII	NIII	NIII	NIII	NIII	
Private Limited	2,75,06,095	9.20%	9.20%	44,29,172	1.48%	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Dargen Acting in															
Person Acting in Concert (PAC)															
with Promoters															
Reliance Media	10,49,39,361	35.11%	35.11%	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Works Limited***	10,40,00,001	33.1176	55.1170	INL	'*'-	141	1416	1416	IAIL	141	INIL	1416	IVIL	1412	
	I	l	1	l	1	<u> </u>	l	l		l	l				



Place: Mumbai Date: 29-06-2017 Note: - Total Paid up share capital of Prime Focus Limited (TC) is 298878974 equity shares of Rs. 1/- each.

- (\*\*\*) As set out in the Letter of Offer dated December 08, 2014 issued by Reliance MediaWorks Limited alongwith Reliance Land Private Limited (PAC 1), Mr. Namit Malhotra (PAC 2), Mr. Naresh Malhotra (PAC 3), Monsoon Studio Private Limited (PAC 4), this includes 10,49,39,361 shares which were held by Reliance MediaWorks Limited, a person acting in concert with the Promoters. Further, Reliance MediaWorks Limited, sold 10,49,39,361 shares on March 30, 2017 to Reliance MediaWorks Financial Services Private Limited (a wholly owned subsidiary of Reliance MediaWorks Limited) by way of inter-se transfer of shares under Regulation 10(1)(a)(iii) of SEBI (SAST) Regulations 2011.
- (\*\*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
- (\*) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31(1b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Diluted shares/ 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.

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