DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(4), 14 AND 15 (2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 TO THE PUBLIC SHAREHOLDERS OF

PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Opp. CITI Bank, Linking Road, Khar (West), Mumbai, Maharashtra - 400052;
CIN: L92100MH1997PLC108981; **Website**: www.primefocusltd.com; **Email**: ir.india@primefocusworld.com.

Open Offer for acquisition of up to 7,77,08,534 equity shares of Re. 1 each ("Equity Shares") of Prime Focus Limited ("Target Company"/"PFL") from the public shareholders of the Target Company by Reliance MediaWorks Limited ("RMW"/"Acquirer") along with Reliance Land Private Limited ("RLPL"/"PAC 1"), Mr. Namit Malhotra ("PAC 2"), Mr. Naresh Malhotra ("PAC 3") and Monsoon Studio Private Limited ("MSPL"/ "PAC 4") (PAC 1, PAC 2, PAC 3 and PAC 4 collectively being, the "PAC"), in their capacity as persons acting in concert with the Acquirer ("Open Offer" / "Offer"), pursuant to and in compliance with Regulation 3(1) and Regulation 4 and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("SEBI (SAST) Regulations") at an offer price of Rs. 52 per Equity Share ("Offer Price").

This Detailed Public Statement ("**DPS**") is being issued by Centrum Capital Limited ("**Manager to the Offer**") on behalf of the Acquirer and PAC, in compliance with Regulation 13(4) read with Regulation 14 and Regulation 15(2) of the SEBI (SAST) Regulations pursuant to the public announcement made on July 2, 2014 ("**PA**") with BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), and filed on July 3, 2014 with the Securities and Exchange Board of India ("**SEBI**") and delivered to Target Company at its registered office. This Offer is being made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.

For the purposes of this DPS, the following terms would have the meanings assigned to them below:

(i) "**Emerging Voting Capital**" shall mean paid-up equity share capital of 29,88,78,974 Equity Shares of Re. 1 (Rupee One only) each of the Target Company, being the paid-up equity share capital after allotment of 11,34,61,538 Equity Shares to the Acquirer and PAC 4 on a preferential allotment basis as detailed below.

(ii) "Public Shareholders" shall mean all the public shareholders of the Target Company excluding the parties to Term Sheet (as defined below) and persons acting in concert or deemed to be acting in concert with such parties.

(iii) "Term Sheet" means the binding term sheet dated July 2, 2014 entered into by the Acquirer with the promoters of the Target Company i.e. PAC 2 and PAC 3 ("**Promoters**") and the Target Company whereby the Acquirer on the one hand and the Promoters on the other hand have agreed to certain *inter-se* rights and obligations as shareholders of the Target Company.

(iv) "**Preferential Allotment**" means issue and allotment of up to 11,34,61,538 Equity Shares representing 37.96% of the Emerging Voting Capital to the Acquirer and PAC 4 (9,03,84,615 Equity Shares representing 30.24% of the Emerging Voting Capital to the Acquirer and 2,30,76,923 Equity Shares representing 7.72% of the Emerging Voting Capital to the PAC 4) on a preferential allotment basis in compliance with the relevant provisions of the Companies Act, 2013 read with Chapter VII (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to approval of shareholders of the Target Company at its extra ordinary general meeting to be held on August 1, 2014.

I. ACQUIRER, PAC, TARGET COMPANY AND OFFER

A. DETAILS OF THE ACQUIRER AND PAC

1. Acquirer - Reliance MediaWorks Limited

1.1 Reliance MediaWorks Limited is a public limited company incorporated on November 30, 1987 under the Companies Act, 1956.

1.2 RMW was originally incorporated as 'Adlabs Films Private Limited', a private limited company under the Companies Act, 1956. On June 19, 2000, RMW was converted into a public company and accordingly its name was changed to 'Adlabs Films Limited'. RMW's name was further changed to its current name, 'Reliance MediaWorks Limited' and consequently, RMW obtained fresh certificate of incorporation on October 5, 2009 issued by the Registrar of Companies ("RoC"), Maharashtra, Mumbai.

1.3 RMW is engaged in business of theatrical exhibition of films, film and media services and television content production and distribution.

1.4 The registered office of RMW is situated at Film City Complex, Goregaon (East), Mumbai 400065, Maharashtra, Tel: +91 22 3980 8900; Fax: +91 22 3980 8985.

1.5 The equity shares of RMW were listed on BSE and NSE ("**Stock Exchanges**"). However, on May 06, 2014, RMW's equity shares were delisted from the Stock Exchanges pursuant to a successful delisting offer made under and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. Accordingly, none of the equity shares of RMW are listed on any stock exchange.

1.6 RMW is a part of the Reliance Group.

1.7 PAC 1 is the parent company and a key shareholder of RMW and holds 14,58,51,529 equity shares aggregating to 75.49% of the total equity share capital of RMW as on July 4, 2014.

1.8 PAC 1 is the promoter of RMW and shall be funding RMW to acquire the Equity Shares in the Open Offer.

1.9 As on the date of this DPS, RMW does not hold any Equity Shares in the Target Company. Pursuant to the Preferential Allotment of 9,03,84,615 Equity Shares which is subject to approval by the shareholders of the Target Company and other conditions precedent, RMW will hold 9,03,84,615 Equity Shares comprising 30.24% of the Emerging Voting Capital.

1.10 The present directors of RMW are Mr. Gautam Doshi, Mr. Amit Khanna, Mr. Sujal Shah, Mr. Anil Sekhri and Mr. Prasoon Joshi.

1.11 The Acquirer is neither a promoter nor a part of the promoter group of the Target Company as on the date of this DPS. Further, neither the Acquirer, nor any of its directors or key managerial personnel hold any ownership/interest/relationship/ shares in the Target Company.

1.12 RMW has not been prohibited by the Securities and Exchange Board of India ("**SEBI**") from dealing in securities, in terms of any directions issued under Section 11B or any other regulations made under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**").

1.13 The key financial information of RMW based on the audited consolidated financial statements for the financial year ended March 31, 2011, period ended September 30, 2012 and March 31, 2014 are as follows:

(Amount in Rs. Crores except per share data)

Particulars	Financial Year ended	18 months Period ended	
	March 31, 2011	September 30, 2012	March 31, 2014
Total Revenue	850.26	1,254.87	1,050.91
Net Income / (Loss)	(328.86)	(910.47)	(895.35)
EPS (in Rs.)	(71.41)	(197.50)	(87.46)
Net worth /Shareholders' Funds	42.78	(565.63)	(876.65)

(Source- Certificate dated July 8, 2014 for FY11, period ended September 30, 2012 and period ended March 31, 2014 from B S R & Co. LLP and Chaturvedi & Shah, Chartered Accountants).

2. PAC 1 – Reliance Land Private Limited

2.1 Reliance Land Private Limited is a private limited company incorporated on December 23, 1993 under the Companies Act, 1956.

2.2 RLPL was originally incorporated as 'Reliance Homes Limited', a public limited company under the Companies Act, 1956. On May 25, 1995, its name was changed to 'Reliance Land Limited'. Further, on September 7, 2001, RLPL was converted into a private limited company, and consequently, its name was changed to its current name, 'Reliance Land Private Limited'.

2.3 The registered office of RLPL is situated at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400 710, Tel: +91 22 3047 9800, Fax: +9122 3032 7202.

2.4 RLPL is a private limited company and its shares are not listed or traded on any stock exchange.

2.5 The main object of RLPL is to do the business of real estate.

2.6 RLPL is part of Reliance Group. Reliance Capital Limited directly and indirectly holds entire equity stake of RLPL.

2.7 The key shareholders i.e. promoter group of RLPL are as given below:

Sr. no.	Name	No. of Equity Shares	% holding
1	Reliance Capital Limited	5,00,000	5.00
2	Reliance Share & Stock Brokers Private Limited	50,00,000	45.00
3	Indian Agri Services Private Limited	45,00,000	50.00
	Total	**1,00,00,000**	**100.00**

2.8 RLPL is the promoter of RMW and shall be funding RMW to acquire the Equity Shares in the Open Offer.

2.9 As on date of this DPS, RLPL does not hold any Equity Shares in the Target Company.

2.10 The present directors of RLPL are Mr. Vinod Tripathi and Mr. Lav Chaturvedi.

2.11 RLPL has not been prohibited by SEBI from dealing in securities, in terms of any directions issued under Section 11B or any other regulations made under the SEBI Act.

2.12 PAC 1 is neither a promoter nor a part of the promoter group of the Target Company. Further, neither the PAC 1, nor any of its directors or key managerial personnel hold any ownership/interest/relationship/ shares in the Target Company.

2.13 The key financial information of RLPL based on the audited standalone financial statements for the financial year ended March 31, 2012, 2013 and 2014 are as follows:

(Amount in Rs. Crores except per share data)

Particulars	Financial Year ended March 31		
	2012	2013	2014
Total Revenue	0.17	1.61	0.79
Net Income / (Loss)	(1.57)	(14.85)	(24.61)
EPS (in Rs.)	(1.57)	(14.85)	(24.61)
Net worth /Shareholders'Funds	502.66	487.81	463.19

(Source- Annual Reports of RLPL for FY12, FY13 and FY14)

3. PAC 2 - Namit Malhotra

3.1 Namit Malhotra, aged 38 years, son of Naresh Malhotra, a non-resident Indian currently residing at 13300 Mulholland Drive, Beverly Hills, California, CA 90210 U.S.A and having permanent address at 201, Priyanka Apartments, J.V.P.D Scheme, 6th Road, Vile Parle West, Mumbai – 400 056, is a commerce graduate with over 20 years of experience in the field of technology with a specialisation in post production and visual effects.

3.2 The net worth of PAC 2 is Rs. 1.72 Crores as certified vide certificate dated July 8, 2014 by V. Shivkumar (Membership no. 42673) of M/s. V. Shivkumar & Associates, Chartered Accountants, having office at 120, Damji Shamji Udyog Bhavan, First Floor, Veera Desai Road, Andheri (West) – Mumbai – 400 053, Tel. no. +91 22 2673 4852.

3.3 PAC 2 alongwith PAC 3 and the Target Company have entered into the Term Sheet with Acquirer and have agreed to certain inter-se rights and obligations as shareholders of the Target Company pursuant to the Preferential Allotment.

3.4 As on the date of this DPS, PAC 2 holds 1,49,00,000 Equity Shares representing 8.04% of the present voting share capital of the Target Company. PAC 2 along with the other Promoter holds 7,71,01,546 Equity Shares representing 41.58% of the present voting share capital of the Target Company.

3.5 PAC 2 and PAC 3 are the Promoters of the Target Company. As on the date of this DPS, PAC 2 is Chairman, CEO and Executive Director on the board of the Target Company and PAC 3 (father of PAC 2) is Whole Time Director of the Target Company. PAC 2 and PAC 3 shall recuse themselves from participating in any deliberations of the board of directors of the Target Company or vote on any matter in relation to this Open Offer.

3.6 PAC 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act

4. PAC 3 - Naresh Malhotra

4.1 Naresh Malhotra, aged 69 years, son of Mahendranath Malhotra, a resident Indian, residing at 201, Priyanka Apartments, J.V.P.D Scheme, 6th Road, Vile Parle West, Mumbai – 400 056, is a commerce graduate with over 40 years of experience in the Indian film and television industry.

4.2 The net worth of PAC 3 is Rs. 178.40 Crores as certified vide certificate dated July 8, 2014 by V. Shivkumar (Membership no. 42673) of M/s. V. Shivkumar & Associates, Chartered Accountants, having office at 120, Damji Shamji Udyog Bhavan, First Floor, Veera Desai Road, Andheri (West) – Mumbai – 400 053, Tel. no. +91 22 2673 4852.

4.3 PAC 3 alongwith PAC 2 and the Target Company have entered into the Term Sheet with Acquirer and have agreed to certain inter-se rights and obligations as shareholders of the Target Company pursuant to the Preferential Allotment.

4.4 As on the date of this DPS, PAC 3 holds 62,201,546 Equity Shares representing 33.54% of the present voting share capital of the Target Company. PAC 3 along with PAC 2 holds 7,71,01,546 Equity Shares representing 41.58% of the present voting share capital of the Target Company.

4.5 PAC 2 and PAC 3 are the Promoters of the Target Company. As on the date of this DPS, PAC 3 is Whole Time Director on the board of the Target Company and PAC 2 (son of PAC 3) is Chairman, CEO and Executive Director of the Target Company. PAC 2 and PAC 3 shall recuse themselves from participating in any deliberations of the board of directors of the Target Company or vote on any matter in relation to this Open Offer.

4.6 PAC 3 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

5. PAC 4 – Monsoon Studio Private Limited

5.1 Monsoon Studio Private Limited is a private limited company incorporated on March 11, 2011 under the Companies Act, 1956. There has been no change in the name of PAC 4 since incorporation.

5.2 The main object of MSPL is to carry on the business of architectural design which generally deals in designing, editing and trading in all decorative furnishing and luxury articles including studio designs whether interior or exterior.

5.3 The registered office of MSPL is situated at 201, Priyanka Apartments, 28-Friends CHS, J.V.P.D Scheme, 6th Road, Vile Parle West, Mumbai – 400 056, Tel: +91 22 6715 5000, Fax: +91 22 6715 5001.

5.4 The equity shares of MSPL are not listed on any stock exchange.

5.5 PAC 2 and PAC 3 are the promoters and directors of MSPL.

5.6 Key shareholders of MSPL are PAC 2 and PAC 3, holding 100% of equity shares in MSPL.

5.7 As on date of this DPS, MSPL does not hold any Equity Shares in the Target Company. Pursuant to the Preferential Allotment MSPL proposes to hold 2,30,76,923 Equity Shares comprising 7.72% of the Emerging Voting Capital.

5.8 On July 2, 2014, the board of directors of the Target Company approved the Preferential Allotment. The Acquirer and PAC 1 belong to the Reliance Group. PAC 1 has agreed to provide financing to PAC 4 to subscribe to aforesaid Equity Shares by way of preferential allotment.

5.9 Pursuant to the Term Sheet, PAC 4 may acquire such number of Equity Shares tendered in the Offer as may be required to increase the total holding of the Promoters group of the Target Company to 35% of the Emerging Voting Capital. Since (1) PAC 4 is acquiring 2,30,76,923 Equity Shares of the Target Company by way of preferential allotment along with the Acquirer, (2) PAC 4 may also acquire certain shares tendered in this Offer, and (3) Acquirer and PAC 1 have a common objective with the Promoters for the purpose of exercising control over the Target Company, PAC 2, PAC 3 and PAC 4 have also been identified as "persons acting in concert" with Acquirer and PAC 1 for the purpose of this Offer.

5.10 The Acquirer has also entered into the Term Sheet with the Promoters and the Target Company whereby the Acquirer on the one hand and Promoters on the other hand have agreed to certain inter-se rights and obligations as shareholders of the Target Company. Pursuant to the Term Sheet, while the Promoters will continue to be in charge of the day to day management of the Target Company, the Acquirer and PAC 1 will be acting in concert with the Promoters for exercising control over the Target Company.

5.11 The present directors of MSPL are PAC 2 and PAC 3 who are also the Promoter and executive director in the Target Company. PAC 2 and PAC 3 shall recuse themselves from participating in any deliberations of the board of directors of the Target Company or vote on any matter in relation to this Open Offer.

5.12 Other than the above, neither PAC 4 nor any of its directors or key managerial personnel hold any ownership/interest/ relationship/ shares in the Target Company.

5.13 MSPL has not been prohibited by SEBI from dealing in securities, in terms of any directions issued under Section 11B or any other regulations made under the SEBI Act.

5.14 The key financial information of MSPL based on the audited financial statements for the financial year ended March 31, 2012, 2013 and 2014 are as follows:

(Amount in Rs. Crores except per share data)

Particulars	Financial Year ended		
	March 31, 2012	March 31, 2013	March 31, 2014
Total Revenue	-	-	-
Net Income	-	-	-
EPS (in Rs.)	-	-	-
Net worth /Shareholders' Funds	(0.007)	(0.007)	(0.007)

(Source- Annual Reports of MSPL for FY12, FY13 and FY14)

B. DETAILS OF THE TARGET COMPANY

1. Prime Focus Limited, a public limited company, was incorporated as a company limited by shares under the Companies Act, 1956 with the RoC, Maharashtra, Mumbai on June 24, 1997. The Corporate Identification Number of the Target Company is L92100MH1997PLC108981.

2. The registered office is situated at Prime Focus House, Opp. CITI Bank, Linking Road, Khar (West), Maharashtra, Mumbai – 400052; Tel: +91-22-6715 5000; Fax: +91-22-6715 5001.

3. The Target Company is a global technology services company providing comprehensive creative and technical services to the film, broadcast and advertising segments worldwide. It provides 2D to 3D content conversion, visual special effects (VFX), digital asset management and post production services for few of the most reputed media clients across Hollywood (U.S.), UK and Bollywood (India).

4. There are no outstanding (i) partly paid-up Equity Shares or (ii) convertible securities of the Target Company. The board of directors of Target Company has approved the employee stock option scheme, subject to shareholders approval. Based on the scheme to be approved by shareholders in the extra-ordinary general meeting to be held on August 1, 2014, the Emerging Voting Capital may change.

5. The shares of the Target Company are presently listed on BSE with Scrip Code: 532748; Scrip ID: PFOCUS and NSE with Scrip Symbol: PFOCUS. The ISIN of the Target Company is INE367G01038.

6. Based on the information available on BSE and NSE, the Equity Shares are frequently traded on both BSE and the NSE (within the meaning of definition of "frequently traded shares") under clause (j) of sub-regulation (1) of Regulation 2 of the SEBI (SAST) Regulations) and is most frequently traded on NSE.

7. The present directors of Target Company are Mr. Naresh Malhotra, Mr. Namit Malhotra, Mr. K R Srinivasan, Mr. Nainesh Jaisingh, Mr. Rivkaran Chadha, Mr. Ramakrishnan Sankaranarayanan and Mr. G. P. Aiyar. There are no directors on the board of directors of the Target Company representing the Acquirer or the PAC 1. PAC 2 and PAC 3 are already directors on the board of directors of the Target Company and PAC 4. PAC 2 and PAC 3 shall recuse themselves from participating in any deliberations of the board of directors of the Target Company or vote on any matter in relation to this Open Offer.

8. The key financial information of the Target Company based on the audited financial consolidated statements for the financial year ended March 31, 2012, March 31, 2013 and unaudited financial consolidated statement for 12 months period ended March 31, 2014 are as follows:

(Amount in Rs. Crores except per share data)

Particulars	Financial Year ended March 31, 2012	Financial Year ended March 31, 2013	Twelve months period ended March 31, 2014*(unaudited)
Total Revenue	779.14	772.81	834.89
Net Income	102.8	(16.84)	32.96
EPS (in Rs.)	5.89	(1.24)	1.78
Net worth /Shareholders' Funds	483.54	554.36	747.43

**The Board of Target Company vide circular resolution passed on March 21, 2014 approved the extension of current financial year by the period of 3 months in accordance with the provisions of section 210 of the Companies Act, 1956. Accordingly, the current financial period of the Target Company will be for 15 months i.e. commencing from April 1, 2013 and ending on June 30, 2014).*

(Source: Annual Reports of the Target Company for FY12, FY13. Statement of unaudited financial results for the 12 months period ended March 31, 2014 submitted with BSE.)

C. DETAILS OF THE OFFER:

1. The Acquirer and PAC are making an Open Offer to acquire up to 7,77,08,534 Equity Shares representing 26% of the Emerging Voting Capital ("**Offer Size**") at a price of Rs. 52 per Equity Share (hereinafter referred to as "**Offer Price**") payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, subject to the terms and conditions set out in the PA, this DPS and the letter of offer ("**Letter of Offer**"), that will be dispatched to the Public Shareholders of the Target Company.

2. This Offer is being made to all Public Shareholders of the Target Company except the parties to the Term Sheet and persons acting in concert or deemed to be acting in concert with such parties.

3. This Offer is not conditional on any minimum level of acceptance by the equity shareholders of the Target Company.

4. The Acquirer and PAC 4 will acquire all Equity Shares that are validly tendered as per the terms of Offer up to a maximum of 7,77,08,534 Equity Shares constituting 26% of the Emerging Voting Capital. Out of the total number of Equity Shares to be acquired in the Open Offer, PAC 4 may acquire such number of Equity Shares tendered in the Offer as may be required to increase the total holding of the PAC 2, PAC 3 and PAC 4 in the Target Company to 35% of the Emerging Voting Capital.

5. As on the date of this DPS, the Acquirer, PAC 1 and PAC 4 do not hold any Equity Shares. PAC 2 and PAC 3 hold 1,49,00,000 Equity Shares representing 8.04% and 62,201,546 Equity Shares representing 33.54% of present equity capital of the Target Company, respectively.

6. The Acquirer, PAC1 and PAC 4 or their respective directors, PAC 2 and PAC 3 have not acquired any Equity Share of Target Company during the 12 months period prior to the date of this DPS, except as given below:

Name of the Entity	Date of Purchase	Quantity Purchased	Total Value (Rs.)	Highest Price Paid (Rs.)
Naresh Malhotra	July 31, 2013	3,20,000	97,37,600	31.35
	August 1, 2013	5,50,089	1,70,74,763	32.00
	August 2, 2013	36,465	11,40,261	31.27

7. This Offer is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations and is not a conditional offer in terms of Regulation 19 of the SEBI (SAST) Regulations. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares.

8. The Equity Shares tendered in this Offer will be acquired as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

9. The Manager to the Offer, Centrum Capital Limited does not hold any Equity Shares in the Target Company as on the date of this DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares during the Offer Period.

10. The Acquirer and PAC presently do not have any intention to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for the two year period from the completion of Offer will be decided by its board of directors, subject to the applicable provisions of the law and subject to the approval of the shareholders of the Target Company through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

11. The acquisition of Equity Shares under the Offer (assuming full acceptance) may result in public shareholding in Target Company being reduced below 25% of the Emerging Voting Capital, which is the minimum level required as per the listing agreement entered into by the Target Company with the BSE and NSE (the "**Listing Agreements**"). Accordingly, the Acquirer and PAC undertake that they shall take necessary steps to facilitate compliance of the Target Company with the minimum public shareholding norms as set out in the Listing Agreements and Securities Contracts (Regulation) Rules, 1957 within the time stipulated therein.

II. BACKGROUND TO THE OFFER

1. On July 2, 2014, the Board of Directors of the Target Company, inter– alia, approved a preferential allotment of 9,03,84,615 Equity Shares to the Acquirer and 2,30,76,923 Equity Shares to PAC 4. Upon completion of the aforementioned preferential allotment of Equity Shares to the Acquirer, its aggregate holding in the Target Company would exceed 25% of the Emerging Voting Capital being the threshold set out in Regulation 3(1) of the Regulations. As such this Offer is being made under Regulation 3(1) of the SEBI (SAST) Regulations. Pursuant to the Term Sheet, while the Promoters will continue to be in charge of the day to day management of the Target Company, the Acquirer and PAC 1 will be acting in concert with the Promoters for exercising control over the Target Company. Accordingly, this Offer is also being made pursuant to Regulations 4 of the SEBI (SAST) Regulations.

2. Of the 9,03,84,615 Equity Shares proposed to be allotted to the Acquirer, consideration for 2,30,76,923 Equity Shares shall be paid in cash and the consideration for the balance 6,73,07,692 Equity Shares shall be in the form of transfer of the Film and Media Services business of the Acquirer ("**F&M Business**") to the Target Company by way of a slump sale on a going concern basis for a net consideration of Rs. 3,50,00,00,000.

3. The F&M Business to be transferred to the Company inter-alia comprises the following:

3.1 state-of-the-art studio facility in Film City Mumbai;
3.2 media back end facility in SEZ, Navi Mumbai, India;
3.3 facility for digital cinema services in Film City Mumbai;
3.4 30% stake in Hollywood VFX house Digital Domain;
3.5 100% ownership of Los Angeles-based digital film image processing technology firm Lowry Digital;
3.6 Debt of upto Rs. 2,00,00,00,000 (Rupees Two Hundred Crores Only).

The F&M Business also includes the fixed assets, current assets and current liabilities of the Acquirer's film and media services business division.

M/s. BDO India LLP, vide their report dated July 2, 2014 have independently valued the F&M Business and has confirmed that the net consideration of Rs. 3,50,00,00,000 payable by the Company for the transfer of F&M Business of the Acquirer is fair from the perspective of the shareholders of the Company.

4. The Term Sheet executed between the Acquirer, Target Company and Promoters inter-alia captures the aforementioned terms of the Preferential Allotment. Some of the key provisions of the Term Sheet are as under:

4.1 The entire proceeds of the Preferential Allotment will be used by the Target Company to repay a bridge loan proposed to be availed by the Target Company for the acquisition of Double Negative Holdings Limited, a company incorporated in England, U.K. and for other general corporate purposes.

4.2 Equity Shares tendered in the Offer shall be acquired by the Acquirer alone save for such number of Equity Shares as are required for the Promoters to increase their shareholding in the Target Company to 35% of the Expanded Voting Capital.

4.3 The Acquirer is entitled to certain affirmative voting rights in the Target Company in respect of matters specified detailed in the Term Sheet such as (i) an alteration to the charter documents of the Target Company, (ii) a merger, sale, demerger, spin-off of all or substantially all the assets or any undertaking of the Target Company or any business combination, (iii) a related party transaction, and (iv) an issuance of any shares or any debentures, instruments or obligations that are convertible into or give the right to subscribe for or acquire any equity or preference shares of the Target Company.

4.4 The Acquirer shall have the right to nominate one (1) nominee on the board of directors of the Target Company and of each of the material subsidiaries of the Target Company.

4.5 Mr. Namit Malhotra shall be the executive director, chairman and chief executive officer of the Target Company.

4.6 Upon consummation of the Preferential Allotment, the Promoters shall continue to be in charge of the management and day to day operations of the Target Company.

4.7 Up to three (3) years from the date of completion of Preferential Allotment ("**Completion Date**"), the Promoters shall not pledge (except to the extent already pledged on the date of Term Sheet), hypothecate, sell, transfer, or otherwise dispose any of the equity shares held by them in the Target Company. However, the Promoters shall be permitted to pledge their shares (excluding the Equity Shares already pledged as on date of Term Sheet) so long as the total shares pledged by the Promoters do not exceed 2% of Emerging Voting Capital or USD Ten Million based on the market value of the shares, whichever is higher.

4.8 The Acquirer and the Promoters have agreed to certain rights and obligations with respect to the transferability of their Equity Shares such as right of first refusal and tag along rights.

4.9 The Promoters and the Acquirer have agreed that they shall not, without each other's consent, undertake any act which would trigger the open offer requirements under the SEBI (SAST) Regulations. The Promoters and the Acquirer have also agreed that their aggregate holding as promoters and persons acting in concert shall not exceed the maximum permissible promoter holding which is currently 75%.

4.10 So long as the shareholding of the Acquirer is less than 35% of the Emerging Voting Capital, the Acquirer shall be permitted to acquire upto 2% of the Emerging Voting Capital in every financial year. In the event that the shareholding of the Acquirer exceeds 35% of the Emerging Voting Capital, the Acquirer shall not acquire additional voting rights in the Target Company without the consent of the Promoters.

4.11 During the Offer Period, neither the Promoters nor the Acquirer shall acquire any Equity Shares at a price exceeding Rs. 52 per Equity Share.

4.12 The Promoters have agreed to devote their undivided and complete attention to the affairs and business of the Target Company and not to compete, directly or indirectly, compete with the business of the Target Company and/ or its subsidiaries. The Acquirer has also agreed not to compete, directly or indirectly, compete with the film and media services business as currently carried on by the Target Company.

4.13 The Promoters and the Acquirer shall not solicit any customer, supplier or employee of the Target Company and/ or material subsidiaries.

4.14 The rights and obligations of the Acquirer set out in the Term Sheet shall fall away upon the Acquirer (along with its affiliates and persons acting in concert) ceasing to hold at least 10% of the Emerging Voting Capital.

4.15 The definitive agreements proposed to be entered into pursuant to the Term Sheet shall contain, among other things, standstill obligations, customary representations and warranties and indemnities by the Target Company and the Promoters.

5. The transactions contemplated in the Term Sheet ("**Proposed Transactions**") are subject to the satisfaction of certain conditions precedent, including but not limited to ("**Conditions Precedent**"):

5.1 Completion of all corporate procedures and receipt of all approvals including without limitation corporate, regulatory, lenders and third party approvals;

5.2 Consent of (i) Standard Chartered Private Equity (Mauritius) III Limited; (ii) Unit Trust of India Investment Advisory Services Limited and (iii) Standard Chartered Private Equity (Mauritius) Limited;

5.3 Execution of the Definitive Agreements including the share subscription and shareholders' agreement;

5.4 No material adverse effect having occurred which has a material effect on the operations of the Target Company and/ or its material subsidiaries.

5.5 All other material conditions customary to the transactions contemplated in the Term Sheet.

If the Conditions Precedent are not fulfilled by September 30, 2014 (or such other date as may be extended by the parties to the Term Sheet), the transactions contemplated in the Term Sheet shall stand terminated.

6. This Offer is triggered by, and therefore conditional upon completion of the Proposed Transactions. If any of the conditions necessary for the Proposed Transactions to occur (as detailed in Paragraph 5 above) are not met for reasons outside the reasonable control of the Acquirer, and the Term Sheet is consequently rescinded, or if the Term Sheet is terminated for reasons outside the reasonable control of the Acquirer, this Offer shall stand withdrawn.

7. The extra-ordinary general meeting of the shareholders of the Target Company to pass the special resolution pursuant to the applicable provisions of the Companies Act, 2013 read with Chapter VII (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to approve the Preferential Allotment shall be held on August 1, 2014.

8. The Acquirer and the PAC will continue the existing business of the Target Company as well as the F&M Business of the Acquirer that is proposed to be transferred in the Target Company. The Acquirer and PAC aim to achieve operational and strategic efficiency after the completion of the Proposed Transactions.

III. SHAREHOLDING AND ACQUISITION DETAILS

The present and proposed shareholding of the Acquirer and PAC in Target Company and the details of their acquisition are as follows:

Details	Acquirer 1		PAC 1		PAC 2		PAC 3		PAC 4		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholding as on the PA date*	-	-	-	-	1,49,00,000	8.04	6,22,01,546	33.54	-	-	7,71,01,546	41.58
Shares to be acquired between the PA date and the DPS Date	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shares to be acquired after the PA date pursuant to Preferential Allotment	9,03,84,615	30.24	-	-	-	-	-	-	2,30,76,923	7.72	11,34,61,538	37.96
Shareholding Post Preferential Allotment	9,03,84,615	30.24	-	-	1,49,00,000	4.99	6,22,01,546	20.81	2,30,76,923	7.72	19,05,63,084	63.76
Shares to be acquired in the Open Offer**	7,32,79,362	24.52	-	-	-	-	-	-	44,29,172	1.48	7,77,08,534	26.00
Post Offer shareholding# (On Diluted basis, as on 10th working day after closing of tendering period)	16,36,63,977	54.76	-	-	1,49,00,000	4.99	6,22,01,546	20.81	2,75,06,095	9.20	26,82,71,618	89.76

** As a percentage of pre-Preferential Allotment*

*** Assuming full acceptance under the Offer.*

 # PAC 1, PAC2 and PAC3 will not be acquiring the Equity Shares either through the preferential allotment or through the Open Offer.

IV. OFFER PRICE

1. The Equity Shares are listed on BSE (Scrip Code: 532748; Scrip ID: PFOCUS) and NSE (Scrip Symbol: PFOCUS). The trading of the Equity Shares has not been suspended from the Stock Exchanges.

2. The annualized trading turnover in the Equity Shares in the Stock Exchanges based on trading volume during 12 calendar months prior to the month of PA (July 1, 2013 to June 30, 2014) is as given below:

Stock Exchange	Total number of Equity Shares traded during 12 calendar months prior to the month of PA	Total number of Equity Shares	AnnualisedTrading Turnover (% of total of Equity Shares)
BSE	4,70,96,351	18,54,17,436	25.40
NSE	12,78,19,275	18,54,17,436	68.94

(Source: Daily trading data from www.bseindia.com, www.nseindia.com)

3. Based on the information available on the websites of the Stock Exchanges, the Equity Shares are frequently traded on BSE and NSE (within the meaning of definition "frequently traded shares") under Regulation 2(1)(j) of the SEBI (SAST) Regulations and is most frequently traded on NSE.

4. The Offer Price of Rs. 52 per Equity Share is justified, in terms of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

(a)	The highest negotiated price per Equity Share for acquisition as per the Term Sheet attracting the obligation to make a public announcement of an Open Offer	Rs. 52.00
(b)	The volume-weighted average price paid or payable for acquisition whether by the Acquirers or by any person acting in concert with them, during 52 weeks immediately preceding the date of PA	Nil*
(c)	The highest price paid or payable for any acquisition, whether by the Acquirers or by any person acting in concert with them, during 26 weeks immediately preceding the date of the PA	Nil
(d)	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of public announcement as traded on NSE (As the maximum volume of trading in the shares of the Target Company is recorded on NSE during such period)	Rs. 42.05

**Only the volume weighted price paid by the Acquirer / PAC 1 during the 52 weeks immediately preceding the PA is applicable; In accordance with the ruling of the Hon'ble Supreme Court of India in Daiichi Sankyo Company Limited versus Jayaram Chigurupati & Ors., the volume weighted average price paid by the PAC 2, PAC 3, or PAC 4 during the 52 weeks immediately preceding the PA, which works to Rs. 30.83 per Equity Share has not been considered, since the Reliance Group and the PAC 2, PAC 3, and PAC 4 were not acting in concert at that point of time. Further, even if the volume weighted average of both groups were to be considered, the same would have been Rs. 30.83 per Equity Share which is lesser than the Offer Price of Rs. 52 per Equity Share.*

(Source: Certified by Mr. Sandeep Shah, Membership no. 123076, partner of Sandeep S. Shah & Associates, Chartered Accountants vide letter dated July 2, 2014)

5. In view of the parameters considered and presented in table above, the Offer Price of Rs. 52 per Equity Share being the highest price is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

6. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

7. In the event of any acquisition of Equity Shares by the Acquirer and/or PAC during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, neither the Acquirer nor any member of the PAC shall acquire any Equity Shares after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

8. If the Acquirer or PAC acquire Equity Shares during the period of 26 weeks after the tendering period at a price higher than the Offer Price, then the Acquirer and PAC shall pay the difference between the highest acquisition price and Offer Price, to all Public Shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition in accordance with Regulation 8(10) of the SEBI (SAST) Regulations. However,

...Continued from previous page

b) The Acquirer and PAC 1have agreed to provide the financial support to meet the obligation in Open Offer.

3. Further, PAC 4 has adequate resources and has made financial arrangements for financing the acquisition of Equity Shares under the Offer such that the total holding of the Promoters group of the Target Company increases to 35% of the Emerging Voting Capital. The sources of funds for funding the acquisition in the Open Offer will be made available by the Promoters of PAC 4.
4. The Acquirer, the Manager to the Offer and Yes Bank Limited, a banking corporation incorporated under the laws of India, have entered into an escrow agreement dated July 4, 2014 for the purpose of the Offer (the "**Escrow Agreement**") in accordance with Regulation 17 of the SEBI (SAST) Regulations. Pursuant to the Escrow Agreement, the Acquirer had deposited cash of an amount of Rs. 4,04,10,000 (being in excess of 1% of the Offer Consideration) in an escrow account opened with Yes Bank Limited. Further, Yes Bank, on behalf of the Acquirer has furnished a bank guarantee aggregating to an amount of Rs. 1,01,05,00,000 in favour of Manager to the Offer ("**Bank Guarantee**") which is in excess of 25% of the Offer Consideration. The Manager to the Offer has been duly authorised to realize the value of the aforesaid Bank Guarantee in terms of the SEBI (SAST) Regulations. The Bank Guarantee is valid up to January 4, 2015. The Acquirer undertakes that in case the offer process is not completed within the validity of Bank Guarantee, then the Bank Guarantee will be renewed for such further period such that the Bank Guarantee is valid until the expiry of a period of 30 days from the date of payment of consideration to the Public Shareholders who have validly tendered the Equity Shares in the Open Offer, as required under Regulation 17(6) of SEBI (SAST) Regulations.
5. The Acquirer has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
6. Mr. Sandeep Shah, Membership no. 123076, partner of Sandeep S. Shah & Associates, Chartered Accountants having its office at B-105, Shivalaya, S.V. Patel Road, Opp. M.C.F. Sports Club, Borivali (West) – Mumbai – 400 092 , Tel: +9122 2890 2085, has vide its letter dated July 2, 2014 certified that the Acquirer has sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer.
7. Mr. Sandeep Shah, Membership no. 123076, partner of Sandeep S. Shah & Associates, Chartered Accountants having its office at B-105, Shivalaya, S.V. Patel Road, Opp. M.C.F. Sports Club, Borivali (West) – Mumbai – 400 092 , Tel: +9122 2890 2085, has vide its letter dated July 2, 2014 certified that the PAC 1 has sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer.
8. Mr. V. Shivkumar, Membership no. 42673, partner of V. Shivkumar & Associates, Chartered Accountants having its office at 120, Damji Shamji Udyog Bhavan, First Floor, Veera Desai Road, Andheri (West) – Mumbai – 400 053, Telfax no. +91 22 2673 4852 has vide its letter dated July 8, 2014 certified that the PAC 4 has sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer.
9. Based on the above , the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer and PAC to fulfill their obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations.

VI. STATUTORY AND OTHER APPROVALS

1. To the best of the knowledge of the Acquirer and PAC, as on the date of this DPS, there are no statutory approvals required to implement the Offer. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would also be subject to the receipt of such statutory approvals. The Acquirer and PAC will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulation 23 of the SEBI (SAST) Regulations.
2. The Target Company shall make an application to BSE and NSE for an in-principle approval under Clause 24 (a) of the Listing Agreement, for the Equity Shares to be allotted through preferential allotment as mentioned in point no. 1 in Part II - "Background to the Offer".
3. The completion of Proposed Transaction is subject to the satisfaction of the Conditions Precedent and receipt of statutory approvals, if any. In the event that any of the Conditions Precedent is not met for any reason outside the control of the Acquirer, the transactions contemplated in the Term Sheet shall stand terminated and the Open Offer shall be withdrawn in compliance with the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.
4. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer and PAC for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer and PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
5. Non-resident Indian ("**NRI**") and overseas corporate body ("**OCB**") Public Shareholders, if any, must obtain all requisite approvals required to tender such Equity Shares held by them, in this Offer including without limitation, the approval from the Reserve Bank of India ("**RBI**") or Foreign Investment Promotion Board ("**FIPB**") and submit such approvals along with the documents required to accept this Offer. Further, Public Shareholders who are not persons resident in India (including NRIs, OCBs and foreign institutional investors) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and PAC reserve the right to reject such Equity Shares tendered in this Offer.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Nature of Activity	Day and Date
Date of the Public Announcement	Wednesday, July 2, 2014
Date of publication of this DPS in newspapers	Wednesday, July 9, 2014
Filing of draft letter of offer with SEBI	Wednesday, July 16, 2014
Last date for a Competing Offer	Thursday, July 31, 2014
Identified Date*	Friday, August 8, 2014
Date by which Letter of Offer will be dispatched to the shareholders	Tuesday, August 19, 2014
Last date for upward revision of Offer Price and/or any increase in the Offer Size	Wednesday, August 20, 2014
Last date by which an independent committee of the board of Target Company shall give its recommendation	Friday, August 22, 2014
Publication of Offer opening public announcement in the newspapers where this DPS has been published	Monday, August 25, 2014
Date of commencement of tendering period (Offer Opening Date)	Tuesday, August 26, 2014
Date of closing of tendering period (Offer Closing Date)	Tuesday, September 9, 2014
Date by which all requirements including payment of consideration would be completed	Tuesday, September 23, 2014
Filing of final report by the Manager with SEBI	Tuesday, September 30, 2014

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of Equity Shares (except the Acquirer, PAC and Promoters) are eligible to participate in the Offer any time before the closure of the Offer.*

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

1. All Public Shareholders holding Equity Shares, regardless of whether she/he/it held Equity Shares on the Identified Date, or has not received the Letter of Offer, is entitled to participate in the Open Offer. Letters of Offer will be dispatched to all the Public Shareholders, whose names appear in its register of members on August 8, 2014, the Identified Date.
2. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have acquired the Equity Shares after the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their consent to participate in this Offer as per the terms and conditions of this Offer. The application is to be sent to Link Intime India Private Ltd ("**Registrar to the Offer**") at the address mentioned below so as to reach the Registrar to the Offer on or before September 9, 2014 (i.e. the date of closing of the tendering period), together with:
   a. In the case of shares held in physical form, the name, address, number of shares held, number of shares offered, distinctive numbers and folio number together with the original share certificate/s and valid transfer deeds; or
   b. In the case of shares held in dematerialized form, Depository Participant ("**DP**") name, DP ID, beneficiary account number together with photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares as per the instructions given below:

D P Name	Ventura Securities Limited
DP ID	IN303116
Client ID	1141559
Account Name	LIIPL PRIME FOCUS ESCROW DEMAT ACCOUNT
Depository	National Securities Depository Limited

   c. Public Shareholders may download (a) the Letter of Offer from the SEBI website (http://www.sebi.gov.in) or (b) obtain a copy of Letter of Offer by writing to the Registrar to the Offer or Manager to the Offer superscribing the envelope "Prime Focus Limited - Open Offer" with suitable documentary evidence of ownership of Equity Shares.

IX. DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

X. OTHER INFORMATION

1. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer and PAC have appointed Centrum Capital Limited as the Manager to the Offer.
2. The Acquirer and the PAC, along with its respective directors, accept full responsibility for the information contained in this DPS and PA and also for the obligations of the Acquirer and PAC as laid down in SEBI (SAST) Regulations.

The PA, DPS and Letter of Offer will also be available on SEBI's website (*www.sebi.gov.in*) and on the website of Manager to the Offer (*www.centrum.co.in*).

Manager to the Offer	Registrar to the Offer
Centrum Capital Limited Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai - 400 098 Tel: +91-22-42159000 Fax: +91-22-42159707 SEBI Registration No. INM 000010445 Contact Person: Ms. Amandeep Sidhu Email: pfl.openoffer@centrum.co.in	**Link Intime India Private Limited** C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078 Tel No: +91 22 25967878 Fax No: +91 22 25960329 Website: www.linkintime.co.in SEBI Registration No*: INR000004058 Contact Person: Mr. Pravin Kasare Email: pfl.offer@linkintime.co.in

*Please note the SEBI registration of Link Intime India Private Limited has expired on May 5, 2014. Link Intime India Private Limited has made an application dated January 30, 2014 to SEBI for grant of renewal of the registration, in accordance with the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993, as amended. The renewal of the registration from SEBI is currently awaited.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND PAC

Sd/-
Reliance MediaWorks Limited

Sd/-
Reliance Land Private Limited

Sd/-
Namit Malhotra

Sd/-
Naresh Malhotra

Sd/-
Monsoon Studio Private Limited

Place: Mumbai
Date: July 8, 2014