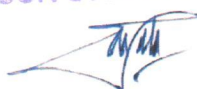


ANNEXURE –II

Format of disclosure of reasons for encumbrance

Name of the Listed Company	Prime Focus Limited	
Name of the recognised stock exchange Where the shares of the company are listed	BSE Limited and National Stock Exchange of India Limited	
Name of the promoter (s)/ PACs whose shares have been encumbered	Promoter Group <ol style="list-style-type: none"> 1. Mr. Naresh Malhotra 2. Mr. Namit Malhotra 3. Monsoon Studio Private Limited Person acting in concert: <ol style="list-style-type: none"> 1. Reliance MediaWorks Financial Services Private Limited** 	
Total promoter shareholding in the listed company Promoter Group: <ol style="list-style-type: none"> 1. Mr. Naresh Malhotra 2. Mr. Namit Malhotra 3. Monsoon Studio Private Limited Total Promoter's Shareholding Person acting in concert: **Reliance MediaWorks Financial Services Private Limited	Number of shares	% of total share capital
	6,22,01,546	20.79
	1,49,00,000	4.98
	2,75,06,095	9.19
	10,46,07,641	34.96
	10,49,39,361	35.08

For MONSOON STUDIO PVT. LTD.



Director

Encumbered shares as a % of promoter shareholding	Number of pledge shares	Pledge % of Promoter holding
Promoter Group:		
1. Mr. Naresh Malhotra	1,08,54,395	17.45
2. Mr. Namit Malhotra	29,88,790	1.00
3. Monsoon Studio Private Limited	0	0
Total	1,38,43,185	18.45
Person acting in concert:		
**Reliance MediaWorks Financial Services Private Limited	10,49,39,361	100
Whether encumbered share is 50% or more of promoter shareholding		
Promoter Group:		
1. Mr. Naresh Malhotra	No	
2. Mr. Namit Malhotra	No	
3. Monsoon Studio Private Limited	No	
Person acting in concert:		
**Reliance MediaWorks Financial Services Private Limited	Yes	
Whether encumbered share is 20% or more of total share capital		
Promoter Group		
1. Naresh Malhotra	No	
2. Namit Malhotra	No	
3. Monsoon Studio Private Limited	No	
Person acting in concert:		
**Reliance MediaWorks Financial Services Private Limited	Yes	

Details of all the existing events/ agreements pertaining to encumbrance

Promoter Group	Naresh Malhotra		Namit Malhotra	Reliance MediaWorks Financial Services Private Limited
	Encumbrance 1 (Date of creation of encumbrance: January 7, 2015)	Encumbrance 2 (Date of creation of encumbrance: June 27, 2017)	Encumbrance 1 (Date of creation of encumbrance: June 27, 2017)	Encumbrance 1 (Date of creation of encumbrance: March 27, 2018)
Type of encumbrance (pledge, lien, negative- lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge
No. and % of shares encumbered	93,60,000 (3.13%)	14,94,395 (0.50%)	29,88,790 (1%)	10,49, 39,361 (35.08%)
<u>Specific details about the encumbrance:</u>				
Name of the entity in whose favour shares encumbered	Yes Bank Limited	Vistra (ITCL) India Limited	Vistra (ITCL) India Limited	IDBI Trusteeship Services Limited (Trustee)
Whether the entity is a schedule commercial bank, public financial institution, NBFC or housing finance company? If No. provide the nature of the business of the entity.	Yes, it is a Schedule Commercial Bank	No, it is a Security Trustee on behalf of Yes Bank Limited	No, it is a Security Trustee on behalf of Yes Bank Limited	No, Trusteeship Services
Name of all other entities in the agreement	Prime Focus Limited / subsidiary companies	Yes Bank Limited, Prime Focus Limited / subsidiary companies	Yes Bank Limited, Prime Focus Limited / subsidiary companies	None
Whether the encumbrance is relating to any debt instruments viz. debenture, Commercial paper, certificate of deposit etc? If	No	No	No	Yes 1. Name of the issuer: Reliance Mediaworks Financial

yes. Provide details about the instrument, including credit rating					<p>Services Pvt Ltd.</p> <p>2.Details of debt instrument: 6500 listed, rated, redeemable, non-convertible debentures aggregating to Rs. 650 crores</p> <p>3. Whether the Debt instrument is listed on stock exchanges? - Yes- BSE</p> <p>4.Credit Rating of the debt instrument: CARE BB (CE)2 (as on date of 30.09.2019)</p> <p>5.ISIN of the Instrument: INE889Z07012, INE889Z07020, INE889Z07038, INE889Z07046, INE889Z07053</p>
Security Cover/Asset Cover	Value of shares on the date of event/agreement (A):	42,63,48,000 (NSE – Closing price as on January 7, 2015)	15,83,31,150 (NSE – Closing price as on June 27, 2017)	31,66,62,301 (NSE – Closing price as on June 27, 2017)	931.86cr (Closing price as on March 27, 2018)
	Amount involved (against which shares have been encumbered) (B):	Listed entity: 4,84,80,00,000 Subsidiaries: 3,02,00,00,000	Listed entity: 4,84,80,00,000 Subsidiaries: 3,02,00,00,000	Listed entity: 4,84,80,00,000 Subsidiaries: 3,02,00,00,000	638.20cr
	Ratio of (A)/(B)	0.054	0.020	0.040	1.46

End use of Money	Capex/Working Capital/ Refinancing	Capex/Working Capital/ Refinancing	Capex/Working Capital/ Refinancing	for repayment of existing debt and general corporate purpose.
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For MONSOON STUDIO PVT. LTD.



Signature of Authorised Signatory:

Director

Place: Mumbai

Date: November 26, 2019

(**) As set out in the Letter of Offer dated December 08, 2014 issued by Reliance MediaWorks Limited along with 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 total paid up capital of the Company as on March 31, 2019 is Rs. 29,91,82,312.