

## ANNEXURE –II

### Format of disclosure of reasons for encumbrance

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

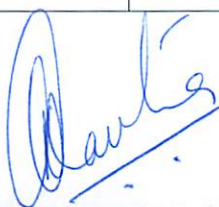


|                                                                  |                                |                                     |
|------------------------------------------------------------------|--------------------------------|-------------------------------------|
| Encumbered shares as a % of promoter shareholding                | <b>Number of pledge shares</b> | <b>Pledge % of Promoter holding</b> |
| <b>Promoter Group:</b>                                           |                                |                                     |
| 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                                   |
| <b>Total</b>                                                     | <b>1,38,43,185</b>             | <b>18.45</b>                        |
| <b>Person acting in concert:</b>                                 |                                |                                     |
| **Reliance MediaWorks Financial Services Private Limited         | 10,49,39,361                   | 100                                 |
| Whether encumbered share is 50% or more of promoter shareholding |                                |                                     |
| <b>Promoter Group:</b>                                           |                                |                                     |
| 1. Mr. Naresh Malhotra                                           | No                             |                                     |
| 2. Mr. Namit Malhotra                                            | No                             |                                     |
| 3. Monsoon Studio Private Limited                                | No                             |                                     |
| <b>Person acting in concert:</b>                                 |                                |                                     |
| **Reliance MediaWorks Financial Services Private Limited         | Yes                            |                                     |
| Whether encumbered share is 20% or more of total share capital   |                                |                                     |
| <b>Promoter Group</b>                                            |                                |                                     |
| 1. Naresh Malhotra                                               | No                             |                                     |
| 2. Namit Malhotra                                                | No                             |                                     |
| 3. Monsoon Studio Private Limited                                | No                             |                                     |
| <b>Person acting in concert:</b>                                 |                                |                                     |
| **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                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------|---------------------------------------------------------------------------|
|                                                                                                                                                                             | <b>Encumbrance 1</b><br>(Date of creation of encumbrance: January 7, 2015) | <b>Encumbrance 2</b><br>(Date of creation of encumbrance: June 27, 2017) | <b>Encumbrance 1</b><br>(Date of creation of encumbrance: June 27, 2017) | <b>Encumbrance 1</b><br>(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<br>(3.13%)                                                       | 14,94,395<br>(0.50%)                                                     | 29,88,790<br>(1%)                                                        | 10,49, 39,361<br>(35.08%)                                                 |
| <b><u>Specific details about the encumbrance:</u></b>                                                                                                                       |                                                                            |                                                                          |                                                                          |                                                                           |
| 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<br>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<br>Subsidiaries: 3,02,00,00,000 | Listed entity: 4,84,80,00,000<br>Subsidiaries: 3,02,00,00,000 | Listed entity: 4,84,80,00,000<br>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/<br>Refinancing | Capex/Working Capital/<br>Refinancing | Capex/Working Capital/<br>Refinancing | for repayment of existing debt and general corporate purpose. |
|------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------------------------------|

**Signature of Authorised Signatory:**

**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.

