

RELIANCE MEDIAWORKS FINANCIAL SERVICES PRIVATE LIMITED

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

October 4, 2019

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy 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,

Re: Disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find attached herewith the disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by Reliance MediaWorks Financial Services Private Limited for its holding in Prime Focus Limited.

Thanking you.

Yours faithfully,

For Reliance MediaWorks Financial Services Private Limited

S. M. Kadakia

Satish Kadakia
Director
DIN: 07004001



Encl: a/a

CC: The Company Secretary
Prime Focus Limited
Linking Road, Opp. CITI Bank,
Khar (West), Mumbai - 400052.

ANNEXURE -II

Format of disclosure of reasons for encumbrance

(In addition to Annexure -I prescribed by way of circular dated August 5, 2015)

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	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 Person acting in concert: <ol style="list-style-type: none"> 1. Reliance MediaWorks Financial Services Private Limited**
Encumbered shares as a% of promoter-/ PAC shareholding	100%
Whether encumbered share is 50% or more of promoter-/ PAC shareholding	Yes
Whether encumbered share is 20% or more of total share capital	Yes

Details of all the existing events/ agreements pertaining to encumbrance

	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
No. and % of shares encumbered	10,49, 39,361 and 35.08%
Specific details about the encumbrance:	
Name of the entity in whose favour shares encumbered	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.	No. Trusteeship Services
Name of all other entities in the agreement	None
Whether the encumbrance is relating to any debt instruments viz. debenture, Commercial paper,	Yes
	1. Name of the issuer: Reliance MediaWorks



certificate of deposit etc? If yes. Provide details about the instrument, including credit rating	Financial Services Pvt Ltd. 2.Details of debt instrument: 6500listed, rated, redeemable, non-convertible debentures aggregating to Rs.650 Cr 3. Whether the Debt instrument is listed on stock exchanges? - Yes- BSE 4.Credit Rating of the debt instrument: CARE BB (CE)2 (as on date of 30.09.2019) 5.ISIN of the Instrument: INE889Z07012, INE889207020, INE889Z07038, INE889Z07046, INE889Z07053
Security Cover/Asset Cover	Value of shares on the date of event/agreement (A) :931.86cr (Closing price as on March 27, 2018) Amount involved (against which shares have been encumbered) (B):638.20cr Ratio A/B: 1.46
End use of Money	for repayment of existing debt and general corporate purpose.

S. m kadakia

Signature of Authorised Signatory:

Place: Mumbai



Date: October 4, 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 Prime Focus Ltd as on March 31, 2019 is Rs. 29,91,82,312.