



PFL

July 2, 2014

BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
VANCOUVER

To,
The National Stock Exchange of India
Listing Department,
Exchange Plaza, BandraKurla Complex
Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.: 22723121/2037/2039

Ref: NSE Code: PFOCUS / BSE Code: 532748

Sub: Outcome of Board meeting held on July 2, 2014

Dear Sir/Madam,

In terms of Listing Agreement executed by our Company with your Exchange, we would like to inform you that the meeting of the Board of Directors of the Company was held today, i.e. Wednesday, July 2, 2014 and the Board *inter-alia* considered the following:

1. Subject to the approval of the shareholders of the Company, issue of equity shares on preferential basis for:
 - a. an aggregate amount of Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores Only) to Reliance Mediaworks Limited ("Investor") for subscription of 2,30,76,923 equity shares of Rs. 1 each in the Company at a price of Rs. 52 per equity share ("Transaction Price");
 - b. an aggregate amount of Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores Only) to Monsoon Studio Private Limited for subscription of 2,30,76,923 equity shares of Rs. 1 each in the Company for the Transaction Price per equity share. Monsoon Studio Private Limited is a company incorporated under the Companies Act, 1956 which is wholly owned by Mr. Namit Malhotra and Mr. Naresh Malhotra, the promoters of the Company.
2. Simultaneously, subject to the approval of the shareholders of the Company, the acquisition of the film and media services business of the Investor by way of a slump sale in consideration for issuance of 6,73,07,692 equity shares of the Company on preferential basis to the Investor for the Transaction Price.
3. The Company has entered into a binding term sheet with the Promoters and the Investor with respect to the aforementioned transactions which are subject to certain conditions precedent including applicable regulatory approvals. The issuance price for the preferential issue of shares



Prime Focus Limited. Corporate Identity Number (CIN): L92100MH1997PLC108981

Prime Focus House, Linking Road, Opposite Citi Bank, Khar (West), Mumbai 400 052, INDIA. T: +91 22 67155000 F: +91 22 67155001 www.primefocusltd.com



BANGALORE
BEIJING
CAPE TOWN
CHANDIGARH
DELHI
GOA
HYDERABAD
JOHANNESBURG
KOLKATA
LONDON
LOS ANGELES
MUMBAI
NEW YORK
VANCOUVER

contemplated above has been determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and is subject to approval of members in an extraordinary general meeting of the Company.

4. The board has convened an extra-ordinary general meeting on August 1, 2014 to approve the aforementioned preferential issue of shares and other related matters and approved the notice of the same
5. The board of directors have approved the employee stock option scheme of the Company in terms of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time, applicable provisions of the Companies Act, 2013 and subject to the approval of the shareholders of the Company.

A copy of the Media Release being issued by the Company is enclosed.

Further, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Regulations, 1992, the trading window for dealing in securities of the company shall remain closed from the closure of business hours of July 2, 2014 to the closure of business hours of July 3, 2014.

Thanking you,

Yours faithfully,

For Prime Focus Limited


Authorised Signatory

