Reliance MediaWorks Limited
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Goregaon (East)
Mumbai 400 065, India
CIN: U29299MH1987PLC045446

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April 9, 2015

The Manager
DCS - CRD
BSE Limited
PhirozeJeejeebhoy 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 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find attached herewith the disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the acquisition of shares of M/s. Prime Focus Limited.

Thanking you.

Yours faithfully,
For **Reliance MediaWorks Limited**

Neelam Samant
Company Secretary

Encl: a/a

Cc: **The Company Secretary**
Prime Focus Limited

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Prime Focus Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	**Acquirer:** Reliance MediaWorks Limited ("**Reliance**") **PAC:** Monsoon Studio Private Limited ("**Monsoon**") Mr. Namit Malhotra ("**Namit**") Mr. Naresh Malhotra ("**Naresh**") Monsoon, Namit and Naresh are promoters of the TC.		
Whether the acquirer belongs to Promoter / Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share /voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	Reliance -4,36,95,446	Reliance - 23.57%	Reliance - 23.57%
~~b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)~~	Monsoon - 44,29,172	Monsoon - 2.39%	Monsoon - 2.39%
~~c) Voting Rights (VR) otherwise than by equity shares~~	Namit -1,49,00,000	Namit - 8.04%	Namit - 8.04%
~~d) Warrants/convertible securities /any other insterument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)~~	Naresh - 6,22,01,546	Naresh - 33.55%	Naresh - 33.55%
e) Total (a+b+c+d)	**12,52,26,164**	**67.55%**	**67.55%**
Details of acquisition / sale			
a) Shares carrying voting rights acquired/~~sold~~	Reliance - 9,03,84,615	Reliance - 30.24%	Reliance - 30.24%
~~b) VRs acquired otherwise than by equity shares~~	Monsoon - 23,076,923	Monsoon - 7.72%	Monsoon - 7.72%
~~c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired~~			

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~~d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)~~ e) Total (a+b+c+/-d)	**11,34,61,538**	**37.96%**	**37.96%**
After the acquisition/~~sale~~, holding of: ~~a)~~ Shares carrying voting rights ~~b) Shares encumbered with the acquirer~~ ~~c) VRs otherwise than by shares~~ ~~d) Warrants/ convertible securities / any other instrument than entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition~~ ~~e) Shares in the nature of encumbrance (pledge/ lien / non-disposal undertaking/ others)~~ f) Total (a+b+c+d)	Reliance - 13,40,80,061 Monsoon - 2,75,06095 Namit - 1,49,00,000 Naresh - 6,22,01,546 **23,86,87,702**	Reliance - 44.86% Monsoon - 9.20% Namit - 4.99% Naresh - 20.81% **79.86%**	Reliance - 44.86% Monsoon - 9.20% Namit - 4.99% Naresh - 20.81% **79.86%**
Mode of acquisition / ~~sale~~ (e.g. open market / off-market /public issue / rights issue / preferential allotment / inter-se transfer etc.)	Preferential allotment		
Date of acquisition/ ~~sale~~ of shares VR or date of receipt of intimation of allotment of shares, whichever is applicable	April 7, 2015		
Equity share capital / total voting capital of the TC before the said acquisition / ~~sale~~	Rs. 18,54,17,436 with each equity share of face value of Rs. 1/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition / ~~sale~~	Rs. 29,88,78,974 with each equity share of face value of Rs. 1/- each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 29,88,78,974 with each equity share of face value of Rs. 1/- each.		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Reliance MediaWorks Limited

Neelam Samant
Company Secretary

Date: April 9, 2015