PRIME FOCUS LIMITED

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Recommendations of the Committee of Independent Directors ("IDC") of Prime Focus Limited ("Target Company") in relation to the open offer ("Offer") made by Reliance MediaWorks Limited ("Acquirer") along with Reliance Land Private Limited ("PAC 1"), Mr. Namit Malhotra ("PAC 2"), Mr. Naresh Malhotra ("PAC 3") and Monsoon Studio Private Limited ("PAC 4") acting as persons acting in concert (collectively "PACs") to the public shareholders of the Target Company ("Shareholders") under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Regulations").

1.	Date	December 16, 2014
2.	Name of the Target Company (TC)	Prime Focus Limited
3.	Details of the Offer pertaining to TC	- On July 2, 2014, the Board of Directors, inter-alia, approved the issue and allotment of up to 11,34,61,538 equity shares representing 37.96% of the Emerging Voting Capital to the Acquirer and PAC 4 (9,03,84,615 equity shares representing 30.24% of the Emerging Voting Capital to the Acquirer and 2,30,76,923 Equity Shares representing 7.72% of the Emerging Voting Capital to PAC 4) on a preferential allotment basis in compliance with the relevant provisions of the Companies Act, 2013 read with Chapter VII (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 subject to the approval of the shareholders of the Target Company at its extra-ordinary general meeting to be held on August 1, 2014 ("**Preferential Allotment**"). Upon completion of the Preferential Allotment, the Acquirer's aggregate shareholding in the Target Company would exceed 25% of the Emerging Voting Capital being the threshold set out in Regulation 3(1) read with Regulation 3(3) along with Regulations 3(2) and Regulations 4 of the Regulations. - The Offer being made by the Acquirer and the PACs for acquiring 7,77,08,534 equity shares of face value of Re 1 each at a price of Rs. 52 per Equity Share payable in cash, representing 26% of the paid-up Equity Share capital of Rs. 29,88,78,974 divided into 29,88,78,974 equity shares, being the paid-up equity share capital of the Target Company after the allotment of the Preferential Allotment i.e., 11,34,61,538 equity shares to the Acquirer and PAC 4 on a preferential allotment basis ("**Emerging Voting Capital**"). - The Offer is a mandatory offer being made by the Acquirer along with PACs, pursuant to and in accordance with Regulation 3(1) read with Regulation 3(3) along with Regulations 3(2) and Regulations 4 of the Regulations pursuant to the Preferential Allotment. - The Acquirer, together with PACs, are making this Offer to the shareholders of the Target Company, other than the Acquirer and PACs with the Acquirer including persons deemed to be acting in concert with such parties, to acquire up to 7,77,08,534 equity shares of face value of Re 1 each representing 26% of the Emerging Voting Capital, as of the tenth working day from the closure of the tendering period.
4	Name(s) of the acquirer and PAC with the acquirer	<u>Name of the Acquirer:</u> Reliance MediaWorks Limited <u>Persons Acting in Concert with Acquirer :</u> 1. Reliance Land Private Limited (PAC 1); 2. Mr. Namit Malhotra (PAC 2); 3. Mr. Naresh Malhotra (PAC 3); and 4. Monsoon Studio Private Limited ("PAC 4")
5	Name of the Manager to the offer	Centrum Capital Limited Centrum House, Vidyanagari Marg, CST Road, Kalina, Santacruz (E), Mumbai - 400 098 Tel: +91-22-42159000 Fax: +91-22-42159707 SEBI Registration No. INM 000010445 Contact Person: Ms. Amandeep Sidhu Email: pfl.openoffer@centrum.co.in
6	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Mr. Rivkaran Chadha (Chairman) Mr. Kodi Raghavan Srinivasan Mr. Padmanabha Gopal Aiyar
7	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	All Members of the IDC are directors of the Target Company. Further IDC Members do not hold any equity shares of the Target Company and other than their position as director of the Target Company, there is no other contract or relationship between the IDC Members and the Target Company.
8	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members have traded in the equity shares of Target Company during 12 months prior to the date of the Public Announcement of the Offer on Wednesday, July 2, 2014.
9	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	- None of the Members of the IDC are Directors of Acquirer, PAC 1 and PAC 4; - None of the Members of the IDC holds any equity shares of Acquirer, PAC 1 and PAC 4; and - None of the Members of IDC holds any contracts or relationships with Acquirer, PAC 1 and PAC 4.
10	Trading in the Equity shares/other securities of the acquirer by IDC Members	None of the IDC Members have traded in the equity shares of the Acquirer / PAC 1 / PAC 4 during the 12 months prior to the date of the Public Announcement of the Offer on Wednesday, July 2, 2014.
11	Recommendation on the open offer, as to whether the offer is fair and reasonable	Based on such review, the IDC Members believe that the Offer is fair and reasonable and in line with the Regulations.
12	Summary of reasons for recommendation	IDC Members have reviewed a) the public announcement dated July 2, 2014 ("**PA**"), b) Detailed Public Statement ("**DPS**") published on July 9, 2014, c) Draft Letter of Offer dated July 16, 2014 ("**DLOF**"), d) corrigendum to DPS published on July 22, 2014 ("**Corrigendum**"), e) Letter of Offer dated December 8, 2014 ("**LOF**") and f) Second corrigendum to the DPS published on December 16, 2014. Based on review of PA, DPS, Corrigendum, Second Corrigendum, DLOF, LOF, the IDC Members are of the view that the Offer price is in line with the parameters prescribed by SEBI in the Regulations.
13	Details of Independent Advisors, if any.	None
14	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the Regulations.

For and on behalf of the Committee of Independent Directors of
Prime Focus Limited

Sd/-
Rivkaran Chadha
Chairman of IDC

Place : Mumbai
Date : December 16, 2014