

PRIME FOCUS LIMITED

Registered Office: Prime Focus House, Linking Road, Opp. Citibank, Khar (West), Mumbai – 400 052, India

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Post Offer Advertisement under Regulation 18 (12) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open Offer for Acquisition of 7,77,08,534 Equity Shares from Shareholders of Prime Focus Limited 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") (PAC 1, PAC 2, PAC 3 and PAC 4 collectively being, the "PAC")

This Post Offer Advertisement ("Post Offer Advertisement") is being issued by Centrum Capital Limited (the "Manager to the Offer"), on behalf of Acquirer and PAC, in connection with the offer made by the Acquirer along with the PAC, in compliance with Regulation 18 (12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI (SAST) Regulations"). The Detailed Public Statement (the "DPS") with respect to the Offer was made on July 9, 2014 (Wednesday) in The Financial Express, Jansatta and Navshakti.

1. Name of the Target Company : Prime Focus Limited
2. Name of the Acquirers and PAC : 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")
3. Name of the Manager to the Offer : Centrum Capital Limited
4. Name of the Registrar to the Offer : Link Intime India Private Limited
5. Offer Details :
 - a. Date of Opening of the Tendering Period : December 19, 2014
 - b. Date of Closure of the Tendering Period : January 2, 2015
6. Date of Payment of Consideration : January 16, 2015
7. Details of Acquisition :

Sr. No.	Particulars	Proposed in the offer document		Actual	
7.1	Offer Price	Rs. 52.00		Rs. 52.00	
7.2	Aggregate number of shares tendered	7,77,08,534		4,81,35,668	
7.3	Aggregate number of shares accepted	7,77,08,534		4,81,24,618	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	Rs. 4,04,08,43,768		Rs. 2,50,24,80,136	
7.5	Shareholding of the Acquirer before Agreements / Public Announcement (No. & %)	NIL		NIL	
7.6	Shares proposed to be acquired by way of Agreements* • Number • % of Fully Diluted Equity Share Capital**	11,34,61,538 37.96%		11,34,61,538 37.96%	
7.7	Shares Acquired by way of Open Offer* • Number • % of Fully Diluted Equity Share Capital**	7,77,08,534 26.00%		4,81,24,618 16.10%	
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	NIL		NIL	
7.9	Post offer shareholding of Acquirer* • Number • % of Fully Diluted Equity Share Capital**	19,11,70,072 63.96%		16,15,86,156 54.06%	
7.10	Pre & Post offer shareholding of the Public • Number • % of Fully Diluted Equity Share Capital**	Pre Offer	Post Offer	Pre Offer	Post Offer
		10,83,15,890	3,06,07,356	10,83,15,890	6,01,91,272
		36.24%	10.24%	36.24%	20.14%

* Collective holding of Acquirer and PAC 4. These Shares are proposed to be acquired pursuant to the Preferential Allotment.

** The percentages are calculated based on the emerging voting capital of the Target Company i.e. after the Preferential Allotment of 11,34,61,538 Equity Shares to the Acquirer and PAC 4.

8. The Acquirer along with its respective Directors and PAC severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (SAST) Regulations.

9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE Limited and National Stock Exchange of India Limited and at the registered office of the Target Company.

All undefined capitalized terms used herein shall have the same meaning as ascribed to such terms in the offer document.

Issued by the Manager to the Offer on behalf of the Acquirer and PAC:

CENTRUM

Centrum Capital Limited

Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai - 400 098

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Email: pfl.openoffer@centrum.co.in

Contact Person: Ms. Amandeep Sidhu

SEBI Registration No: INM000010445

Place: Mumbai

Date : January 8, 2015