

## A2R Holdings

C/o Amicorp (Mauritius) Limited, 6<sup>th</sup> Floor, Tower 1, NeXTeracom Building  
Ebene, Republic of Mauritius

Date: December 31, 2020

To,  
**The Securities and Exchange Board of India**  
Plot No. C4-A, 'G' Block, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

Dear Sir/Madam,

**Sub: Report under Regulation 10(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”)**

**Ref: Intimations filed under Regulations 10(5) and Regulation 10(6) (dated December 8, 2020 and December 24, 2020, respectively)**

With reference to the captioned subject, please see enclosed the report under Regulation 10(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, with respect to the acquisition of 2,75,05,995 equity shares of Re. 1 each of Prime Focus Limited (“TC”) by A2R Holdings, from Monsoon Studio Private Limited, pursuant to an *inter-se* transfer amongst the ‘qualifying persons’.

The aforesaid equity shares are acquired by way of a sale, pursuant to an exemption provided in Regulation 10(1)(a)(iii) of the Takeovers Regulations, and there has been no change in the aggregate shareholding of the Promoter and Promoter Group of TC, pursuant to such transfer.

Further kindly note that payment of Rs. 1,50,000/- has been made through RTGS (UTR – N364200484285197) on December 29, 2020, to Securities and Exchange Board of India, as per Regulation 10(7) the Takeover Regulations.

Request you to kindly take the same on record and oblige.

Yours Faithfully,  
**For A2R Holdings**



**Namit Malhotra**  
**Director**

**CC:**

Parina Shah, Compliance Officer <b>Prime Focus Limited</b> Prime Focus House, Opp Citi Bank, Linking Road Khar (West) Mumbai – 400052	<b>National Stock Exchange of India Limited</b> (Symbol: PFOCUS) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	<b>BSE Limited</b> (Scrip code: 532748) Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001
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# A2R Holdings

C/o Amicorp (Mauritius) Limited, 6<sup>th</sup> Floor, Tower 1, NeXTeracom Building  
Ebene, Republic of Mauritius

**Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

<b>1</b>	<b>General Details</b>	
a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	<b>Name:</b> A2R Holdings (“Acquirer”)  <b>Address:</b> C/o Amicorp (Mauritius) Limited 6 Floor, Tower I, Nexteracom Building, Ebene, Mauritius <b>Contact No.:</b> 22 67155000 <b>Email id:</b> namitmalhotra1@gmail.com
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not Applicable
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not Applicable
<b>2</b>	<b>Compliance of Regulation 10(7)</b>	
a.	Date of report	December 31, 2020
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes,  Fees of Rs. 1,50,000/- paid through RTGS (UTR – N364200484285197) on December 29, 2020 to SEBI, as per Regulation 10(7) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“ <b>Takeover Regulations</b> ”)
<b>3</b>	<b>Compliance of Regulation 10(5)</b>	
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition.	Yes
b.	Date of Report	December 8, 2020
<b>4</b>	<b>Compliance of Regulation 10(6)</b>	
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes

## A2R Holdings

C/o Amicorp (Mauritius) Limited, 6<sup>th</sup> Floor, Tower 1, NeXTeracom Building  
Ebene, Republic of Mauritius

	b.	Date of Report	December 23, 2020				
5	<b>Details of the Target Company</b>						
	a.	Name & address of TC	<b>Name:</b> Prime Focus Limited (“TC”)  <b>Address:</b> Prime Focus House, Opp Citi Bank, Linking Road Khar (West) Mumbai – 400052				
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	1. National Stock Exchange of India Limited 2. BSE Limited				
6	<b>Details of the acquisition</b>						
	a.	Date of acquisition	December 23, 2020.				
	b.	Acquisition price per share (in Rs.)	Rs. 44/- per equity share				
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7) (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(2) of the Takeover Regulations				
	d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share/voting capital of the TC)	<b>Before the acquisition</b>		<b>After the acquisition</b>		
			<b>No. of Shares</b>	<b>% w.r.t total share capital /voting rights of TC</b>	<b>No. of Shares</b>	<b>% w.r.t total share capital /voting rights of TC</b>	
			<b>Name(s) of the acquirer(s)</b> • A2R Holdings	NIL	NIL	2,75,05,995	9.19%
			<b>Name of PAC(s) (Other members of the Promoter and Promoter Group of the TC, except the Seller)</b> • Namit Malhotra • Naresh Malhotra	1,49,00,000	4.98%	1,49,00,000	4.98%
e.	Shareholding of seller/s in TC (in terms of no: & as a percentage of the total share/voting capital of the TC) (*)	<b>Before the acquisition</b>		<b>After the acquisition</b>			
		<b>No. of Shares</b>	<b>% w.r.t total share capital /voting rights of TC</b>	<b>No. of Shares</b>	<b>% w.r.t total share capital /voting rights of TC</b>		
		Name(s) of the seller(s)					

## A2R Holdings

C/o Amicorp (Mauritius) Limited, 6<sup>th</sup> Floor, Tower 1, NeXTeracom Building  
Ebene, Republic of Mauritius

		• Monsoon Studio Private Limited	2,75,06,095	9.19%	100	0.00003%
<b>7</b>	<b>Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(iii)</b>					
	a.	Provide the names of the seller/s	Monsoon Studio Private Limited (" <b>Seller</b> ")			
	b.	Specify the relationship between the acquirer/s and the seller/s.	Both the Acquirer and the Seller are majority owned and controlled by Namit Malhotra, who is one of the promoters of the TC.			
	c.	Confirm that the acquirer and the seller/s satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations	Yes			
	d.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice  regarding the proposed acquisition to the stock exchanges where the TC is listed.	Not Applicable – the shares of the TC are infrequently traded			
	e.	If shares of the TC are infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Rs. 40.50 per equity share			
	f.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable	Yes			
	g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	December 8, 2020			
	h.	1)Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of	Both the Acquirer and Seller do hereby confirm and declare that they have complied (during 3 years prior to date of proposed acquisition) with the disclosure requirements in Chapter V of the Takeover Regulations, to the extent applicable.			

## A2R Holdings

C/o Amicorp (Mauritius) Limited, 6<sup>th</sup> Floor, Tower 1, NeXTeracom Building  
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	the repealed Takeover Regulations 1997) (Y/N)  2) If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made and furnish copies of the same.	The details are given in <b>Annexure I</b> , and the copies of such disclosure are enclosed.
i.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with.	We hereby confirm that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemption have been duly complied with

We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For **A2R Holdings**



**Namit Malhotra**  
**Director**

Date: December 31, 2020

Place: Mumbai

**NOTE:**

- (\*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (\*\*) Shareholding of each entity shall be shown separately as well as collectively.

**Encl.:** Annexure I

## A2R Holdings

C/o Amicorp (Mauritius) Limited, 6<sup>th</sup> Floor, Tower 1, NeXTeracom Building  
Ebene, Republic of Mauritius

### Annexure I

Details of disclosures filed under Chapter V of the Takeover Regulations during 3 years prior to date of proposed acquisition, to the extent applicable by the Seller, Monsoon Studio Private Limited:

Sr. No.	Name of the entity	Particulars of disclosures	Date of filing
1	Monsoon Studio Private Limited	Disclosure under Reg. 30(1) and 30(2) of SEBI (SAST) Regulations, 2011 for the year ended March 31, 2018	April 9, 2018
2	Monsoon Studio Private Limited	Disclosure under Reg. 30(1) and 30(2) of SEBI (SAST) Regulations, 2011 for the year ended March 31, 2019	April 8, 2019
3	Monsoon Studio Private Limited	Disclosure under Reg. 30(1) and 30(2) of SEBI (SAST) Regulations, 2011 for the year ended March 31, 2020	May 19, 2020
4	Monsoon Studio Private Limited	Disclosure under Reg. 31(4) of SEBI (SAST) Regulations, 2011 for the year ended March 31, 2020	May 19, 2020

Details of disclosures filed under Chapter V of the Takeover Regulations during 3 years prior to date of proposed acquisition to the extent applicable by the Acquirer: A2R Holdings

**Nil, because no filing applicable**

For A2R Holdings



**Namit Malhotra**  
Director

# MONSOON STUDIO PRIVATE LIMITED

201, Priyanka Apts, N.S. Road, J.V.P.D Scheme, Juhu, Mumbai – 400056

CIN: U36100MH2011PTC214650

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**May 14, 2020**

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

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

To,  
The Company Secretary  
Prime Focus Limited  
Prime Focus House,  
Opp. Citi Bank,  
Linking Road,  
Khar (West)  
Mumbai – 400 052

Dear Sir/Madam,

**Sub: Disclosure under Regulation 31(4) of SEBI ((Substantial Acquisition of Shares and Takeover) Regulations, 2011)**

Pursuant to the provision of the Regulation 31(4) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, we hereby declare that along with persons acting in concert, we have not made any encumbrance of shares, directly or indirectly, during the financial year ended March 31, 2020.

Hope you shall find the same in order and request you to take the same on your records.

Thanking you,

Yours faithfully,

**FOR MONSOON STUDIO PVT. LTD.**



**NARESH MALHOTRA**  
**DIRECTOR**  
**DIN: 00004597**

# MONSOON STUDIO PRIVATE LIMITED

201, Priyanka Apts, N.S. Road, J.V.P.D Scheme, Juhu, Mumbai – 400056

CIN: U36100MH2011PTC214650

**May 14, 2020**

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

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

To,  
The Company Secretary  
Prime Focus Limited  
Prime Focus House,  
Opp. Citi Bank,  
Linking Road,  
Khar (West)  
Mumbai – 400 052

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

Please find enclosed herewith the disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 of my shareholding in Prime Focus Limited as on March 31, 2020.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

**FOR MONSOON STUDIO PVT. LTD.**



**NARESH MALHOTRA**  
**DIRECTOR**  
**DIN: 00004597**

Encl: As above



**Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

**Part-A- Details of Shareholding**

1. Name of the Target Company (TC)	Prime Focus Limited
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	<ol style="list-style-type: none"> <li>1. BSE Limited</li> <li>2. National Stock Exchange of India Limited</li> </ol>
<p>3. Particulars of the shareholder(s):</p> <p>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC.</p> <p>or</p> <p>b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.</p>	<p>1. Monsoon Studio Private Limited</p> <p><b>Promoter Group:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Naresh Malhotra</li> <li>2. Mr. Namit Malhotra</li> </ol> <p><b>Person acting in concert:</b></p> <ol style="list-style-type: none"> <li>1. Reliance MediaWorks Financial Services Pvt. Ltd.**</li> </ol>

4. Particulars of the Shareholding of persons mentioned at (3) above	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 <sup>st</sup> of the year 2020, holding of:			
a) Shares			
Monsoon Studio Private Limited	2,75,06,095	9.19	9.19
<b>Promoter Group:</b>			
Mr. Naresh Malhotra	6,22,01,546	20.79	20.79
Mr. Namit Malhotra	1,49,00,000	4.98	4.98
<b>Persons Acting in Concert (PAC):</b>			
Reliance MediaWorks Financial Services Pvt. Ltd.**	3,16,39,695#	10.57	10.57
<b>Total</b>	<b>13,62,47,336</b>	<b>45.53</b>	<b>45.53</b>
b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
c) Warrants (held by Monsoon Studio Private Limited)	Nil	Nil	Nil
d) Convertible Securities	Nil	Nil	Nil
e) Any other instrument that would entitle the holder to receive shares in the TC.	Nil	Nil	Nil

(\*) 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.

(\*\*) 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.

(#)As per the terms of Issue of 6500 Rated, Listed, Redeemable, Non-convertible Debentures Reliance MediaWorks Financial Services Private Limited has pledged 10,49,39,361 shares on March 27, 2018 to IDBI Trusteeship Services Limited(as Trustee) for Issue.

IDBI Trusteeship Services Limited (acting in its capacity as the debenture trustee for Credit Suisse AG, Singapore Branch, the debenture holder) invoked of 7,32,99,666 equity shares of Prime Focus Limited, amounting to 24.5% of its total voting capital on November 28, 2019, pledged by Reliance Mediaworks Financial Services Private Limited.

**Part-B****Name of the Target Company: Prime Focus Limited**

<b>Name(s) of the person and Persons Acting in Concert (PAC) with the person</b>	<b>Whether the person belongs to Promoter/ Promoter group</b>	<b>PAN of the person and PACs</b>
Monsoon Studio Private Limited	Yes	AAHCM0799E
<b>Promoter Group</b>		
Mr. Naresh Malhotra	Yes	AADPM9824D
Mr. Namit Malhotra	Yes	AACPM0384K
<b>Persons Acting in Concert (PAC)</b>		
Reliance MediaWorks Financial Services Pvt. Ltd.	PAC	AAICR1709C

**Note:**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
2. The total paid up capital of the Target Company as on March 31, 2020 is Rs. 29,92,48,978.
3. The total diluted share capital of the Target Company as on March 31, 2020 is Rs. 29,92,48,978. (3,11,32,076 warrants allotted by the Company to Promoter and Promoter Group and Non-Promoter on February 14, 2018 stands lapsed on August 13, 2019 as the concerned warrants holders have not exercised their option for conversion / entitlement.)

**FOR MONSOON STUDIO PRIVATE LIMITED**

**NARESH MALHOTRA**  
**DIRECTOR**  
**DIN: 00004597**

Date: May 14, 2020

## MONSOON STUDIO PRIVATE LIMITED

201, PRIYANKA BUILDING, 28-FRIENDS CHS, J.V.P.D SCHEME, 6TH ROAD, VILE PARLE (W), MUMBAI - 400056  
CIN: U36100MH2011PTC214650

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April 03, 2019

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

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

To,  
The Company Secretary  
Prime Focus Limited  
Prime Focus House,  
Opp. Citi Bank,  
Linking Road,  
Khar (West)  
Mumbai - 400 052

Dear Sir/Madam,

**Subject: Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

Please find enclosed herewith the disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 of my shareholding in Prime Focus Limited as on March 31, 2019.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

**For MONSOON STUDIO PRIVATE LIMITED**



**NARESH MALHOTRA**

**DIRECTOR**

**DIN: 00004597**

Encl: As above

**Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

**Part-A- Details of Shareholding**

1. Name of the Target Company (TC)	Prime Focus Limited
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	<ol style="list-style-type: none"> <li>1. BSE Limited</li> <li>2. National Stock Exchange of India Limited</li> </ol>
<p>3. Particulars of the shareholder(s):</p> <p>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC.</p> <p>or</p> <p>b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.</p>	<p>1. Monsoon Studio Private Limited</p> <p><b>Promoter Group:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Naresh Malhotra</li> <li>2. Mr. Namit Malhotra</li> </ol> <p><b>Person acting in concert:</b></p> <ol style="list-style-type: none"> <li>1. Reliance MediaWorks Financial Services Pvt. Ltd.**</li> </ol>

4. Particulars of the Shareholding of persons mentioned at (3) above	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 <sup>st</sup> of the year 2019, holding of:			
a) Shares			
Monsoon Studio Private Limited	2,75,06,095	9.19	8.33
<b>Promoter Group:</b>			
Mr. Naresh Malhotra	6,22,01,546	20.79	18.83
Mr. Namit Malhotra	1,49,00,000	4.98	4.51
<b>Persons Acting in Concert (PAC):</b>			
Reliance MediaWorks Financial Services Pvt. Ltd.**	10,49,39,361 <sup>#</sup>	35.08	31.77
<b>Total</b>	<b>20,95,47,002</b>	<b>70.04</b>	<b>63.44</b>
b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
c) Warrants (held by Monsoon Studio Private Limited)	2,83,01,887	9.46	8.57
d) Convertible Securities			
e) Any other instrument that would entitle the holder to receive shares in the TC.	Nil	Nil	Nil
	Nil	Nil	Nil

(\*) 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.

(\*\*) 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.

(#)As per the terms of Issue of 6500 Rated, Listed, Redeemable, Non-convertible Debentures, Reliance MediaWorks Financial Services Private Limited has pledged 10,49,39,361 shares on March 27, 2018 to IDBI Trusteeship Services Limited(as Trustee) for Issue.

**Part-B****Name of the Target Company: Prime Focus Limited**

<b>Name(s) of the person and Persons Acting in Concert (PAC) with the person</b>	<b>Whether the person belongs to Promoter/ Promoter group</b>	<b>PAN of the person and PACs</b>
Monsoon Studio Private Limited	Yes	AAHCM0799E
<b>Promoter Group</b>		
Mr. Naresh Malhotra	Yes	AADPM9824D
Mr. Namit Malhotra	Yes	AACPM0384K
<b>Persons Acting in Concert (PAC)</b>		
Reliance MediaWorks Financial Services Pvt. Ltd.	PAC	AAICR1709C

**Note:**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
2. The total paid up capital of the Target Company as on March 31, 2019 is Rs. 29,91,82,312.
3. The total diluted share capital of the Target Company as on March 31, 2019 is Rs. 33,03,14,388 (assuming the conversion of 3,11,32,076 outstanding convertible warrants).

**FOR MONSOON STUDIO PRIVATE LIMITED**

**NARESH MALHOTRA  
DIRECTOR  
DIN: 00004597**

Place: Mumbai

Date: April 03, 2019

## MONSOON STUDIO PRIVATE LIMITED

201, PRIYANKA BUILDING, 28-FRIENDS CHS, J.V.P.D SCHEME, 6TH ROAD, VILE PARLE (W), MUMBAI - 400056  
CIN: U36100MH2011PTC214650

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April 9, 2018

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

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

To,  
The Company Secretary  
Prime Focus Limited  
Prime Focus House,  
Opp. Citi Bank,  
Linking Road,  
Khar (West)  
Mumbai - 400 052

Dear Sir/Madam,

**Subject: Disclosures under Regulation 30 (1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

Please find enclosed herewith the disclosures under Regulation 30 (1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 of my shareholding in Prime Focus Limited as on March 31, 2018.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

**For MONSOON STUDIO PRIVATE LIMITED**



**NARESH MALHOTRA**

**DIRECTOR**

**DIN: 00004597**

Encl: As above



**Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

**Part-A- Details of Shareholding**

1. Name of the Target Company (TC)	Prime Focus Limited
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	<ol style="list-style-type: none"> <li>1. BSE Limited</li> <li>2. National Stock Exchange of India Limited</li> </ol>
<p>3. Particulars of the shareholder(s):</p> <p>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC.</p> <p>or</p> <p>b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.</p>	<p>1. Monsoon Studio Private Limited</p> <p><b>Promoter Group:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Naresh Malhotra</li> <li>2. Mr. Namit Malhotra</li> </ol> <p><b>Person acting in concert:</b></p> <ol style="list-style-type: none"> <li>1. Reliance MediaWorks Financial Services Pvt. Ltd.**</li> </ol>

4. Particulars of the Shareholding of persons mentioned at (3) above	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 <sup>st</sup> of the year 2018, holding of:			
a) Shares			
Monsoon Studio Private Limited	2,75,06,095	9.19	8.33
<b>Promoter Group:</b>			
Mr. Naresh Malhotra	6,22,01,546	20.79	18.83
Mr. Namit Malhotra	1,49,00,000	4.98	4.51
<b>Persons Acting in Concert (PAC):</b>			
Reliance MediaWorks Financial Services Pvt. Ltd.**	10,49,39,361#	35.08	31.77
<b>Total</b>	<b>20,95,47,002</b>	<b>70.04</b>	<b>63.44</b>
b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
c) Warrants (held by Monsoon Studio Private Limited)	2,83,01,887	9.46	8.57
d) Convertible Securities			
e) Any other instrument that would entitle the holder to receive shares in the TC.	Nil	Nil	Nil
	Nil	Nil	Nil

(\*) 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.

(\*\*) 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.

(#)As per the terms of Issue of 6500 Rated, Listed, Redeemable, Non-convertible Debentures by the Reliance MediaWorks Financial Services Private Limited has pledged 10,49,39,361 shares on March 27, 2018 to IDBI Trusteeship Services Limited(as Trustee) for Issue.

**Part-B****Name of the Target Company: Prime Focus Limited**

<b>Name(s) of the person and Persons Acting in Concert (PAC) with the person</b>	<b>Whether the person belongs to Promoter/ Promoter group</b>	<b>PAN of the person and PACs</b>
Monsoon Studio Private Limited	Yes	AAHCM0799E
<b>Promoter Group</b>		
Mr. Naresh Malhotra	Yes	AADPM9824D
Mr. Namit Malhotra	Yes	AACPM0384K
<b>Persons Acting in Concert (PAC)</b>		
Reliance MediaWorks Financial Services Pvt. Ltd.	PAC	AAICR1709C

**Note:**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
2. The total paid up capital of the Target Company as on March 31, 2018 is Rs. 29,91,65,645.
3. The total diluted share capital of the Target Company as on March 31, 2018 is Rs. 33,02,97,721 (assuming the conversion of 3,11,32,076 outstanding convertible warrants).

**FOR MONSOON STUDIO PRIVATE LIMITED**

**NARESH MALHOTRA**  
**DIRECTOR**  
**DIN: 00004597**

Place: Mumbai

Date: April 9, 2018