

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

Date: July 5, 2021

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
E-mail: corp.relations@bseindia.com
(Scrip code: 532748)

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
E-mail: takeover@nse.co.in
(Symbol: PFOCUS)

Prime Focus Limited

Prime Focus House, Linking Road,
Opp. CITI Bank, Khar (West), Mumbai, Maharashtra, 400052
E-mail: ir.india@primefocus.com

Dear Sir/ Madam,

Subject: Disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with circular dated August 5, 2015 issued by SEBI (No. CIR/CFD/POLICYCELL/3/2015).

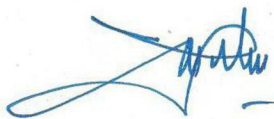
This disclosure is being made pursuant to a release of 93,60,000 equity shares of Prime Focus Limited (“PFL”) on July 1, 2021 by Yes Bank Limited.

The disclosure is being filed under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in the format prescribed *via* Securities and Exchange Board of India’s circular dated August 5, 2015, bearing reference no. CIR/CFD/POLICYCELL/3/2015.

Kindly take the same on record.

Thanking you

Yours faithfully



Naresh Malhotra

Encl: As above

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Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

(Ref: Securities and Exchange Board of India circular dated 05 August 2015 bearing reference no. CIR/CFD/POLICYCELL/3/2015)

ANNEXURE- 1

Name of the Target Company (TC)			Prime Focus Limited (“PFL”)	
Names of the stock exchanges where the shares of the target company are listed			BSE Limited National Stock Exchange of India Limited	
Date of reporting			July 5, 2021	
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked			As on date, the following are disclosed as members of the promoter and promoter group of PFL: 1. Naresh Malhotra; 2. Namit Malhotra; 3. A2R Holdings; 4. Monsoon Studio Private Limited	
Details of the creation of encumbrance:				
Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)	Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}

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Notes:

§ 29,96,190 equity shares of PFL (representing 1.00% of the share capital), has been pledged by Mr. Naresh Malhotra in favour of Vistra (ITCL) India Limited (security trustee for YES Bank Limited)

Please note that all equity shares held by members of the promoter and promoter group in PFL are subject to encumbrance created in favour of Novator Capital Limited, pursuant to a financing arrangement (entered into on December 18, 2020) amongst Namit Malhotra, A2R Holdings, Mauritius (an entity wholly owned by Namit Malhotra) and Novator Capital Limited. No direct pledge of equity shares of PFL has been created in favour of Novator Capital Limited. Please see the disclosures under Annexure I made on December 29, 2020, and March 22, 2021 in this respect.



Naresh Malhotra

Place: Mumbai

Date: July 5, 2021

- * *The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.*
- ** *For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.*
- *** *This would include name of both the lender and the trustee who may hold shares directly*