

Namit Malhotra

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

Date: March 22, 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 financing arrangement entered into between A2R Holdings, Mauritius (an entity wholly owned by Namit Malhotra), Namit Malhotra and Novator Capital Limited, on December 18, 2020 (“**Arrangement**”) and further to our disclosures dated December 22, 2020, December 28, 2020, December 29, 2020, March 16, 2021, March 19, 2021 and March 22, 2021.

As part of the Arrangement: (i) the members of the promoter and promoter group of Prime Focus Limited (“**PFL**”), amongst other things, except as permitted thereunder/consented to by Novator Capital Limited, are restricted from: (a) disposing of their shareholding in PFL; (b) ceasing control over PFL; and (c) creating any further encumbrance over the equity shares of PFL; and (ii) a pledge has been created over Namit Malhotra’s entire shareholding in A2R Holdings (being 100% of the issued share capital of A2R Holdings), in favour of Novator Capital Limited. As on date, the members of the promoter and promoter group of PFL hold 20,95,47,528 equity shares representing 70.02% of the paid-up equity share capital of PFL.

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



Namit 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			March22, 2021	
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked			<p>The encumbrance has been created over the shares held by members of the promoter and promoter group of PFL, in the manner provided below.</p> <p>As on date, the following are disclosed as members of the promoter and promoter group of PFL:</p> <ol style="list-style-type: none"> 1. Namit Malhotra; 2. Naresh Malhotra; 3. Monsoon Studio Private Limited; and 4. A2R Holdings. 	
Details of the creation of encumbrance:				
Name of the promoter (s) or PACs with	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

Namit Malhotra

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him*												[(1)-(3)]	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking / others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
As on date, the following are disclosed as members of the promoter and promoter group of PFL: <ul style="list-style-type: none"> • A2R Holdings ; • Namit Malhotra ; • Monsoon Studio Private Limited; and • Naresh 	20,95,47,528	70.02%	10,46,07,641	34.96%	Creation	March 12, 2021, March 17, 2021, and March 19, 2021 i.e., the dates on which A2R Holdings acquired additional equity shares of PFL. Encumbrance over the shares held prior to such acquisitions on March 12, 2021, March 17, 2021 and March 19, 2021 was created on:	Pledge over shares of A2R Holdings, which in aggregate holds 44.26% shares in PFL, as on date Note: Separately, as on date, 100% shareholding of the promoter and promoter group of PFL is subject to encumbrance (including non-disposal undertaking	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: • the members of the promoter and promoter group of PFL, amongst other things, except as permitted thereunder/consented by Novator Capital Limited, are restricted from: (a)	10,49,39,887	35.07%	Novator Capital Limited	20,95,47,528	70.02%

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Malhotra						<ul style="list-style-type: none"> • December 18, 2020 • December 23, 2020 i.e., the date on which A2R Holdings initially acquired equity shares of PFL 	<p>in favour of Novator Capital Limited).</p> <p>disposing of their shareholding in PFL; (b) ceasing control over PFL; and (c) creating any further encumbrance over the equity shares of PFL.</p> <ul style="list-style-type: none"> • a pledge has been created over Namit Malhotra's entire shareholding in A2R Holdings (being 100% of the issued paid up capital of A2R Holdings), in favour of Novator Capital Limited. A2R Holdings has acquired additional equity shares of PFL, as follows: (i) 526 equity shares representing 0% of PFL's share capital, on March 12, 2021; (ii) 73,299,666 equity shares representing 24.49% of PFL's share capital, on March 17, 2021; and 						
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								(iii)3,16,39,695 equity shares representing 10.57% of PFL's share capital, on March 19, 2021.					
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Namit Malhotra

Place: Mumbai

Date: March 22, 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