

NaMa Capital Limited  
PO Box 186  
Royal Chambers  
St Julian's Avenue  
St Peter Port  
Guernsey GY1 4HP  
T +44 (0) 1481 723466 F +44 (0) 1481 727935

To,

Date: 21 September 2023

<b>Department of Corporate Services BSE Limited</b> (Scrip code: 532748) Floor 24, Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	<b>The Listing Department National Stock Exchange of India Limited</b> (Symbol: PFOCUS) Exchange Plaza, 5th Floor Plot no. C/1, G Block Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
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Dear Sir / Ma'am,

**Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 as amended ("Takeover Regulations")**

We refer to our earlier disclosures dated December 22, 2020, December 28, 2020, March 19, 2021 and March 22, 2021, regarding creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over the shareholding of the members of the promoter and promoter group ("**Promoter Group**") of Prime Focus Limited ("**PFL**") in favour of Novator Capital Limited, presently known as NaMa Capital Limited ("**NaMa**"). Such disclosures were made on account of: (a) the conditions under the financing arrangement entered into between A2R Holdings (an entity wholly owned by Namit Malhotra) ("**A2R**"), Namit Malhotra and NaMa on December 18, 2020, specifically the non-disposal undertaking with respect to shareholding of promoter and promoter group in PFL ("**Arrangement**"); and (b) creation of pledge over the entire shareholding of A2R in favour of NaMa pursuant to the Arrangement.

The aforesaid loan has now been settled and the encumbrance created over the shareholding of the members of the Promoter and Promoter Group of PFL in favour of NaMa has been released on 20 September 2023. Accordingly, the enclosed disclosure is being made by NaMa under Regulation 29(2) of the Takeover Regulations in relation to the release of encumbrance over the shares of PFL. In addition, the pledge over shares of A2R- has also been released.

Kindly take the above on record.

Thanking you

Yours faithfully

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**For NAMA CAPITAL LIMITED (FORMERLY KNOWN AS NOVATOR CAPITAL LIMITED)**

**Signed** for and on behalf  
of **NaMa Capital Limited**

by *Candice How* and  
Kevin Allan,

authorised signatories of Mourant Directors  
One (Guernsey) Limited as corporate director

} *Kevin Allan*  
.....  
Authorised signatory

} *Candice How*  
.....  
Authorised signatory

**CC:** Parina Shah, Compliance Officer  
Prime Focus Limited  
Prime Focus House, Opp Citi Bank, Linking Road  
Khar (West) Mumbai - 400052

Encl: a/a

**Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Prime Focus Limited (" <b>TC</b> ")		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	NaMa Capital Limited (formerly known as Novator Capital Limited) (" <b>NaMa</b> ")		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
<b>Details of the acquisition/ disposals by the Seller as follows</b>	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(* )</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the sale under consideration, holding of Seller:</b>			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	20,95,47,528	69.96%	69.96%
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	<b>20,95,47,528</b>	<b>69.96%</b>	<b>69.96%</b>
<b>Details of acquisition/ sale</b>			
a) Shares carrying voting rights acquired/sold	NIL	NIL	NIL
b) VRs acquired/ sold otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	20,95,47,528	69.96%	69.96%
e) <b>Total (a+b+c+/-d)</b>	<b>20,95,47,528</b>	<b>69.96%</b>	<b>69.96%</b>

<b>After the acquisition/ sale, holding of Seller:</b>			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
e) <b>Total (a+b+c+d)</b>	NIL	NIL	NIL
Mode of acquisition/ sale (e.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Release of encumbrance (as explained in the <b>Note</b> below) <sup>#</sup>		
Date of acquisition/ sale of shares of/ VR or date of receipt of intimation of allotment of shares, date of receipt of intimation of allotment of shares / VR, whichever is applicable	20 September, 2023		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	29,95,36,644 Equity Shares of Re. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	29,95,36,644 Equity Shares of Re. 1/- each		
Total diluted share/voting capital of the TC after the said sale	29,95,36,644 Equity Shares of Re. 1/- each		

<sup>#</sup> **Note** - We refer to our earlier disclosures dated December 22, 2020, December 28, 2020, March 19, 2021 and March 22, 2021, regarding creation of encumbrance (as defined under Chapter V of the Takeover Regulations) over the shareholding of the members of the Promoter Group of PFL in favour of NaMa. Such disclosures were made on account of: (a) the conditions under the financing arrangement entered into between A2R, Namit Malhotra and NaMa on December 18, 2020 specifically the non-disposal undertaking with respect to shareholding of promoter and promoter group in TC; and (b) creation of pledge over the entire shareholding of A2R in favour of NaMa pursuant to the Arrangement.

**Notes:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(\*\*) 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.

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**For NAMA CAPITAL LIMITED (FORMERLY KNOWN AS NOVATOR CAPITAL LIMITED)**

**Signed** for and on behalf  
of **NaMa Capital Limited**

by Kevin Allan and

Caroline Prow,

authorised signatories of Mourant Directors  
One (Guernsey) Limited as corporate director

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.....  
Authorised signatory

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Authorised signatory