

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

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**Date: September 22, 2023**

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 001  
**E-mail:** [corp.relations@bseindia.com](mailto: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](mailto:takeover@nse.co.in)  
(Symbol: PFOCUS)

**Prime Focus Limited**  
Prime Focus House, Linking Road,  
Opp. CITI Bank, Khar (West), Mumbai, Maharashtra, 400052  
**E-mail:** [corp.secretarial@primefocus.com](mailto:corp.secretarial@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, as amended (“Takeover Regulations”) read with master circular (No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31) dated February 16, 2023 issued by the Securities and Exchange Board of India (“SEBI”).**

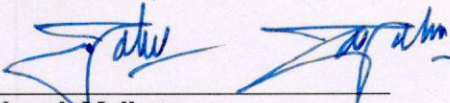
This is further to the disclosures made in relation to creation of encumbrance over shares of the Company, by members of the promoter and promoter group, in favour of Nama Capital Limited (formerly known as Novator Capital Limited) (“**Nama**”) including on December 22, 2020, December 28, 2020, December 29, 2020, March 16, 2021, March 19, 2021, March 22, 2021 and April 26, 2023. This disclosure is being made pursuant to a release of encumbrance on 5,86,75,296 equity shares of Prime Focus Limited (“**PFL**”) held by Naresh Malhotra pursuant to settlement of the loan.

The disclosure is being filed under Regulation 31 of the Takeover Regulations, in the format prescribed via SEBI’s Master circular dated February 16, 2023 bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2023/31.

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's Master circular dated February 16, 2023 bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2023/31)

**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	September 22, 2023
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:  <ol style="list-style-type: none"><li>1. Naresh Malhotra;</li><li>2. Namit Malhotra;</li><li>3. A2R Holdings; and</li><li>4. Monsoon Studio Private Limited</li></ol>
Details of the creation/invocation/release of encumbrance	



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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)]}	
	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"> <li>• A2R Holdings</li> <li>• Naresh Malhotra</li> <li>• Namit Malhotra and</li> <li>• Monsoon Studio Private Limited</li> </ul>	Total - 20,95,47,528	Total – 69.96 %	Total - 20,95,47,528	Total – 69.96 %					Total - 20,95,47,528	Total – 69.96 %	Encumbrance was created in favour of NaMa Capital Limited (formerly known as Novator Capital Limited), pursuant to non-disposal undertaking(s).		
	A2R Holdings – 13,59,72,232	A2R Holdings – 45.40%	A2R Holdings – 13,59,72,232	A2R Holdings – 45.40%	Release	September 20, 2023	Non Disposal Undertaking	Loan repayment	A2R Holdings – 13,59,72,232	A2R Holdings – 45.40%		Nil	Nil
	Naresh Malhotra - 5,86,75,296	Naresh Malhotra – 19.59%	Naresh Malhotra - 5,86,75,296	Naresh Malhotra – 19.59%	Release	September 20, 2023	Non Disposal Undertaking	Loan repayment	Naresh Malhotra - 5,86,75,296	Naresh Malhotra – 19.59%		Nil	Nil
	Namit Malhotra – 1,49,00,000	Namit Malhotra – 4.97%	Namit Malhotra – 1,49,00,000	Namit Malhotra – 4.97%	Release	September 20, 2023	Non Disposal Undertaking	Loan repayment	Namit Malhotra – 1,49,00,000	Namit Malhotra – 4.97%		Nil	Nil
	Monsoon Studio Private Limited - Nil	Monsoon Studio Private Limited – Nil	Monsoon Studio Private Limited - Nil	Monsoon Studio Private Limited – Nil	NA	NA	NA	NA	Monsoon Studio Private Limited - Nil	Monsoon Studio Private Limited – Nil		Nil	Nil



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Place: Mumbai

Date: September 22, 2023

- \*\*\* *This would include name of both the lender and the trustee who may hold shares directly*
- \*\* *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.*
- \* *Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. 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.*