

# Namit Malhotra

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

---

**Date:** December 29, 2020

**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:** [ir.india@primefocus.com](mailto:ir.india@primefocus.com)

Dear Sir/ Madam,

**Subject: Disclosure under 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 and December 28, 2020.

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 10,46,07,641 equity shares representing 34.96% 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 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

**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**

| <b><u>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</u></b> |   |   |  |  |
|--|---|---|--|--|
| 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<br>National Stock Exchange of India Limited   |  |  |
| Date of reporting  |   | December 29, 2020   |  |  |
| 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"> <li>1. Namit Malhotra;</li> <li>2. Naresh Malhotra.</li> <li>3. Monsoon Studio Private Limited; and</li> <li>4. A2R Holdings.</li> </ol> |  |  |
| Details of the creation of encumbrance:  |   |   |  |  |
| <b>Name of the promoter (s) or PACs</b>  | <b>Promoter holding in the target company (1)</b> | <b>Promoter holding already encumbered (2)</b>  | <b>Details of events pertaining to encumbrance (3)</b> | <b>Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] /</b> |

| with him*   |              |                          |              |                          |   |   |  |  |              |                    |   | 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: | 10,46,07,641 | 34.96%                   | 10,46,07,641 | 34.96%                   | Creation  | <ul style="list-style-type: none"> <li>December 18, 2020</li> <li>December 23, 2020 i.e., the date on which A2R Holdings acquired equity shares of PFL</li> </ul> | <ul style="list-style-type: none"> <li>Non-disposal undertaking; and</li> <li>Pledge over shares of A2R Holdings, which holds 9.19% shares in PFL</li> </ul> | 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: <ul style="list-style-type: none"> <li>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) disposing of their shareholding in PFL; (b) ceasing control over PFL; and (c) creating any further encumbrance over the equity shares of PFL.</li> </ul> | 10,46,07,641 | 34.96%             | Novator Capital Limited                                 | 10,46,07,641   | 34.96%                   |
|   |              |                          |              |                          |   |   |  |  |              |                    |   | <b>Note:</b> The encumbrance in favour of Novator Capital Limited is subject to the existing pledge and encumbrances over such shares. |                          |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  | <ul style="list-style-type: none"> <li>• 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 2,75,05,995 equity shares of PFL, from Monsoon Studio Private Limited representing 9.19% of its share capital, on December 23, 2020.</li> </ul> |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|



**Namit Malhotra**

Place: Mumbai

Date: December 29, 2020

- \* *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*