

# Naresh Malhotra

201, Priyanka Apts, N. S Road, J.V.P.D Scheme, Juhu, Mumbai – 400 049

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June 30, 2017

To,  
The National Stock Exchange of India Ltd.  
Listing Department  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East),  
Mumbai- 400051  
Fax Nos: 26598237/26598238

To,  
The BSE Limited,  
Listing Department,  
Phiroze Jeejebhoy Towers,  
Dalal Street  
Mumbai- 400001.  
Fax Nos: 22723121/2037/2039

Dear Sir,

**Sub: - Pledge of Shares**

**Disclosure under Regulation 31(2) and 31(3) of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011**

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Please find enclosed herewith the disclosure under Regulation 31 (2) & 31 (3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, pursuant to pledge of 14,94,395 Equity Shares of the Company on June 29, 2017 to Vistra (ITCL) India Limited.

Please accept the same and acknowledge the receipt.

Thanking You,

Yours faithfully,



**Naresh 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**

Name of the Target company(TC)				Prime Focus Limited										
Name of the Stock Exchanges where the shares of the target company are listed				BSE Limited National Stock Exchange of India Limited										
Date of reporting				30-06-2017										
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked				Naresh Malhotra										
<b>Details of the creation of encumbrance:</b>														
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 encumbrances (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]}	
	No. of shares	% of total share capital	% w.r.t diluted share capital(*)	No. of shares	% of total share capital	Type of event {creation / release / invocation}	Date of creation / invocation <del>release of encumbrance</del>	Type of encumbrances (pledge/ lien/ non disposal undertaking / others)	Reason for encumbrance	No. of shares encumbrances	% of total share capital	Name of the entity in whose favor shares encumbered	No. of shares	% of total share capital
Naresh Malhotra	6,22,01,546	20.81%	20.81%	3,76,72,093	12.60%	Creation	June 27, 2017	Pledge	Loan availed by the Company	1494395	0.50%	Vistra (ITCL) India Limited	3,91,66,488	13.10%
Namit Malhotra	1,49,00,000	4.99%	4.99%	94,08,790	3.15%	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Monsoon Studio Private Limited	2,75,06,095	9.20%	9.20%	44,29,172	1.48%	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b><u>Person Acting in Concert (PAC) with Promoters</u></b>														
Reliance Media Works Limited***	10,49,39,361	35.11%	35.11%	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL



Signature of the Authorized Signatory

Place: Mumbai

Date: 30-06-2017

**Note:** - Total Paid up share capital of Prime Focus Limited (TC) is 298878974 equity shares of Rs. 1/- each.

(\*\*\*) As set out in the Letter of Offer dated December 08, 2014 issued by Reliance MediaWorks Limited alongwith Reliance Land Private Limited (PAC 1), Mr. Namit Malhotra (PAC 2), Mr. Naresh Malhotra (PAC 3), Monsoon Studio Private Limited (PAC 4), this includes 10,49,39,361 shares which were held by Reliance MediaWorks Limited, a person acting in concert with the Promoters. Further, Reliance MediaWorks Limited, sold 10,49,39,361 shares on March 30, 2017 to Reliance MediaWorks Financial Services Private Limited (a wholly owned subsidiary of Reliance MediaWorks Limited) by way of inter-se transfer of shares under Regulation 10(1)(a)(iii) of SEBI (SAST) Regulations 2011.

(\*\*) 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 Regulation 31(1b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Diluted shares/ 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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