

Naresh Malhotra

201, Priyanka Apts, N.S. Road, J.V.P.D. Scheme, Juhu, Mumbai – 400049

April 9, 2018

To,
The National Stock Exchange of India
Limited
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax
Nos.: 22723121/2037/2039

To,
The Company Secretary
Prime Focus Limited
Prime Focus House,
Opp. Citi Bank,
Linking Road,
Khar (West)
Mumbai – 400 052

Dear Sir/Madam,

Subject: Disclosures under Regulation 30 (1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Please find enclosed herewith the disclosures under Regulation 30 (1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 of my shareholding in Prime Focus Limited as on March 31, 2018.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,



NARESH MALHOTRA
PROMOTER
DIN: 00004597
Encl: As above

Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Part-A- Details of Shareholding

1. Name of the Target Company (TC)	Prime Focus Limited
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. BSE Limited 2. National Stock Exchange of India Limited
3. Particulars of the shareholder(s): a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the target company) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	1. Mr. Naresh Malhotra Promoter Group 1. Mr. Namit Malhotra 2. Monsoon Studio Private Limited Person acting in concert: 1. Reliance Media Works Financial Services Pvt. Ltd.**

4. Particulars of the Shareholding of persons mentioned at (3) above	Number of Shares	% w.r.t .total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 st of the year 2018, holding of:			
a) Shares			
Mr. Naresh Malhotra	6,22,01,546	20.79	18.83
Promoter Group			
Mr. Namit Malhotra	1,49,00,000	4.98	4.51
Monsoon Studio Private Limited	2,75,06,095	9.19	8.33
Persons Acting in Concert (PAC):			
Reliance Media Works Financial Services Pvt. Ltd.**	10,49,39,361 [#]	35.08	31.77
Total	20,95,47,002	70.04	63.44
b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
c) Warrants (held by Monsoon Studio Private Limited)	2,83,01,887	9.46	8.57
d) Convertible Securities	Nil	Nil	Nil
e) Any other instrument that would entitle the holder to receive shares in the TC.	Nil	Nil	Nil

(*) 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.

(**) As set out in the Letter of Offer dated December 08, 2014 issued by Reliance Media Works Limited along with 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.

(#)As per the terms of Issue of 6500 Rated, Listed, Redeemable, Non-convertible Debentures by the Reliance MediaWorks Financial Services Private Limited has pledged 10,49,39,361 shares on March 27, 2018 to IDBI Trusteeship Services Limited(as Trustee) for Issue.