

# Naresh Malhotra

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

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**May 14, 2020**

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,

**Sub: Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

Please find enclosed herewith the disclosure 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, 2020.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,



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**NARESH MALHOTRA**  
**PROMOTER**  
**DIN: 00004597**

**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<br>2. National Stock Exchange of India Limited                                                                                                                                                                       |
| 3. Particulars of the shareholder(s):<br>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.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him. | <p>1. Mr. Naresh Malhotra</p> <p><b>Promoter Group</b></p> <p>1. Mr. Namit Malhotra<br/>2. Monsoon Studio Private Limited</p> <p><b>Person acting in concert:</b></p> <p>1. Reliance Media Works Financial Services Pvt. Ltd.**</p> |

| 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 <sup>st</sup> of the year 2020, holding of:                         |                          |                                                          |                                                   |
| a) Shares                                                                          |                          |                                                          |                                                   |
| Mr. Naresh Malhotra                                                                | 6,22,01,546              | 20.79                                                    | 20.79                                             |
| <b>Promoter Group</b>                                                              |                          |                                                          |                                                   |
| Mr. Namit Malhotra                                                                 | 1,49,00,000              | 4.98                                                     | 4.98                                              |
| Monsoon Studio Private Limited                                                     | 2,75,06,095              | 9.19                                                     | 9.19                                              |
| <b>Persons Acting in Concert (PAC):</b>                                            |                          |                                                          |                                                   |
| Reliance Media Works Financial Services Pvt. Ltd.**                                | 3,16,39,695 <sup>#</sup> | 10.57                                                    | 10.57                                             |
| <b>Total</b>                                                                       | <b>13,62,47,336</b>      | <b>45.53</b>                                             | <b>45.53</b>                                      |
| b) Voting Rights (otherwise than by shares)                                        | Nil                      | Nil                                                      | Nil                                               |
| c) Warrants (held by Monsoon Studio Private Limited)                               | Nil                      | Nil                                                      | Nil                                               |
| 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 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.

IDBI Trusteeship Services Limited (acting in its capacity as the debenture trustee for Credit Suisse AG, Singapore Branch, the debenture holder) invoked of 7,32,99,666 equity shares of Prime Focus Limited, amounting to 24.5% of its total voting capital on November 28, 2019, pledged by Reliance Mediaworks Financial Services Private Limited.

**Part-B****Name of the Target Company: Prime Focus Limited**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/ Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|--------------------------------------------------------|----------------------------|
| Mr. Naresh Malhotra                                                       | Yes                                                    |                            |
| Promoter Group                                                            |                                                        |                            |
| Mr. Namit Malhotra                                                        | Yes                                                    |                            |
| Monsoon Studio Private Limited                                            | Yes                                                    |                            |
| Persons Acting in Concert (PAC)                                           |                                                        |                            |
| Reliance MediaWorks Financial Services Pvt. Ltd.                          | PAC                                                    |                            |

**Note:**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
2. The total paid up capital of the Target Company as on March 31, 2020 is Rs. 29,92,48,978.
3. The total diluted share capital of the Target Company as on March 31, 2020 is Rs. 29,92,48,978. (3,11,32,076 warrants allotted by the Company to Promoter and Promoter Group and Non-Promoter on February 14, 2018 stands lapsed on August 13, 2019 as the concerned warrants holders have not exercised their option for conversion / entitlement.)



**NARESH MALHOTRA**  
**PROMOTER**  
**DIN: 00004597**

Date: May 14, 2020