

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

Date: May 30, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
E-mail: 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
(Symbol: PFOCUS)

Prime Focus Limited
Prime Focus House, Opp. CITI Bank,
Linking Road, Khar (West), Mumbai, Maharashtra, 400052
E-mail: 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 read with master circular dated February 16, 2023 issued by SEBI (No. SEBI/HO/ CFD/PoD-1/P/CIR/2023/31).

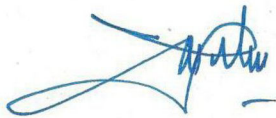
This disclosure is being made pursuant to a release of the encumbrance over 42,756,867 equity shares of Prime Focus Limited (“PFL” or “Company”) created in favour of Itiame Ltd [2,55,71,757 equity shares] and Bresino Projects Ltd [1,71,85,110 equity shares] on March 31, 2025, respectively.

The disclosure is being filed under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (“Takeover Regulations”) as amended, in the format prescribed *via* 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.

Kindly take the same on record.

Thanking you

Yours faithfully



Naresh Malhotra

Encl: As above

Naresh Malhotra
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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 master circular dated February 16, 2023 bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2023/31)

ANNEXURE- 1

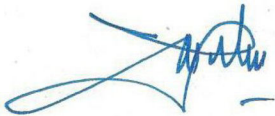
Name of the Target Company (TC)	Prime Focus Limited (“ PFL ”)
Names of the stock exchanges where the shares of the target company are listed	BSE Limited National Stock Exchange of India Limited
Date of reporting	May 30, 2025
Name of the promoter or PAC on whose shares encumbrance has been created /released/ invoked	Mr. Naresh Malhotra - Promoter of PFL
Details of the creation / invocation /release of encumbrance	

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[illegible]

Note 1: Itiame Ltd (“**Itiame**”) had entered into an Agreement to Sell dated March 31, 2025 (“**Agreement 1**”) with Naresh Malhotra (“**Promoter**”) for the proposed acquisition of 2,55,71,757 equity shares of PFL held by the Promoter (“**Encumbered Shares 1**”). Pursuant to the Agreement, certain rights and restrictions were created in favour of Itiame in respect of the Encumbered Shares 1, which were treated as an encumbrance under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”). It is hereby informed that the aforementioned Agreement 1 has been mutually terminated on May 28, 2025 and consequently, the encumbrance on the Encumbered Shares 1 has been released. Accordingly, this disclosure is being made under Regulation 31 of the Takeover Regulations.

Note 2: Bresino Projects Ltd. (“**Bresino**”) had entered into an Agreement to Sell dated March 31, 2025 (“**Agreement 2**”) with the Promoter for proposed acquisition of 17,185,110 equity shares of PFL held by the Promoter (“**Encumbered Shares 2**”). Pursuant to the Agreement, certain rights and restrictions were created in favour of Bresino in respect of the Encumbered Shares 2, which were treated as an encumbrance under Regulation 28(3) of the Takeover Regulations. It is hereby informed that the aforementioned Agreement 2 has been mutually terminated on May 28, 2025 and consequently, the encumbrance on the Encumbered Shares 2 has been released. Accordingly, this disclosure is being made under Regulation 31 of the Takeover Regulations.



Naresh Malhotra

Place: Mumbai

Date: May 30, 2025

- **** 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.