

A2R Holdings

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, NeXTeracom Building
Ebene, Republic of Mauritius

To,

Date: December 23, 2020

Department of Corporate Services BSE Limited (Scrip code: 532748) Floor 24, Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	The Listing Department National Stock Exchange of India Limited (Symbol: PFOCUS) Exchange Plaza, 5th Floor Plot no. C/1, G Block Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
--	--

Dear Sir / Ma'am,

**Sub: Disclosure under Regulation 29(2) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulation, 2011**

Pursuant to Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (hereinafter referred to as '**SEBI (SAST), 2011**'), we wish to inform you that A2R Holdings has purchased 2,75,05,995 Equity Shares of Re. 1/- each of Prime Focus Limited, on December 23, 2020 by way of inter-se transfer of shares amongst the 'qualifying persons'. Please find enclosed our disclosure pertaining to the same in terms of Regulation 29(2) of SEBI (SAST) 2011.

Request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For A2R Holdings



Authorised Signatory

CC: Parina Shah, Compliance Officer
Prime Focus Limited
Prime Focus House, Opp Citi Bank, Linking Road
Khar (West) Mumbai - 400052

A2R Holdings

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, NeXTeracom Building
Ebene, Republic of Mauritius

Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Prime Focus Limited (“TC”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the Acquirer	<p>A2R Holdings (“Acquirer”)</p> <p>Persons acting in concert with Acquirer: Other members of the Promoter and Promoter Group of the TC:</p> <ol style="list-style-type: none"> 1. Mr. Namit Malhotra 2. Mr. Naresh Malhotra <p>Note: The Acquirer has purchased shares from Monsoon Studio Private Limited (“Seller”), which is also a part of the promoter and promoter group of TC</p>		
Whether the Acquirer belongs to Promoter/Promoter group	Yes.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<ol style="list-style-type: none"> 1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE) 		
Details of the acquisition/-disposals by the Acquirer are as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of	Nil	NIL	NIL
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition/-sale			
a) Shares carrying voting rights acquired/sold	2,75,05,995	9.19%	9.19%

A2R Holdings

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, NeXTeracom Building
Ebene, Republic of Mauritius

b) VRs acquired/ sold otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d) [#]	2,75,05,995	9.19%	9.19%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	2,75,05,995	9.19%	9.19%
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d) [#]	2,75,05,995	9.19%	9.19%
Mode of acquisition/ sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Inter-se transfer		
Date of acquisition/ sale of shares of/ date of receipt of intimation of allotment of shares / VR, whichever is applicable	December 23, 2020		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	29,92,48,978 Equity Shares of Re. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	29,92,48,978 Equity Shares of Re. 1/- each		
Total diluted share/voting capital of the TC after the said sale	29,92,48,978 Equity Shares of Re. 1/- each		

- Given this is an inter-se transfer, there is no change in aggregate shareholding of promoter and promoter group (i.e. 10,46,07,641 equity shares representing 34.9% of the equity share capital) of the TC pursuant to such transaction

A2R Holdings

C/o Amicorp (Mauritius) Limited, 6th Floor, Tower 1, NeXTeracom Building
Ebene, Republic of Mauritius

Notes:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(**) 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.

For A2R Holdings



Authorised Signatory

Date: December 23, 2020
Place: Mumbai