

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
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Dear Sir / Ma'am,

Sub: Disclosure of acquisition of shares in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

Pursuant to Regulation 29(1) 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 acquired 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(1) of SEBI (SAST) Regulation, 2011.

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

Thanking you,

Yours faithfully,

For A2R Holdings



Namit Malhotra
Director

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

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Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of acquisition

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, 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 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 acquirer (along with PACs):			
<p>a) Shares carrying voting rights</p> <p>Acquirer:</p> <ol style="list-style-type: none"> i. A2R Holdings <p>PACs</p> <ol style="list-style-type: none"> ii. Naresh Malhotra iii. Namit Malhotra iv. Monsoon Studio Private Limited 	<p>NIL</p> <p>6,22,01,546</p> <p>1,49,00,000</p> <p>2,75,06,095</p>	<p>NIL</p> <p>20.79%</p> <p>4.98%</p> <p>9.19%</p>	<p>NIL</p> <p>20.79%</p> <p>4.98%</p> <p>9.19%</p>

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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)	10,46,07,641	34.96%	34.96%
Details of acquisition			
a) Shares carrying voting rights acquired			
i. A2R Holdings	2,75,05,995	9.19%	9.19%
b) VRs acquired 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	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, holding of acquirer along with PACs:			
a) Shares carrying voting rights			
<u>Acquirer</u>			
i. A2R Holdings	2,75,05,995	9.19%	9.19%
<u>PACs</u>			
i. Naresh Malhotra	6,22,01,546	20.79%	20.79%
ii. Namit Malhotra	1,49,00,000	4.98%	4.98%
Note: Acquirer has purchased shares from Monsoon Studio Private Limited, which is also a part of the promoter and promoter group of TC			
b) VRs 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) after acquisition	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) [#]	10,46,07,541	34.96%	34.96%

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Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Inter-se transfer
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	N.A
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	December 23, 2020
Equity share capital / total voting capital of the TC before the said acquisition	29,92,48,978 Equity Shares of Re. 1/- each
Equity share capital/ total voting capital of the TC after the said acquisition	29,92,48,978 Equity Shares of Re. 1/- each
Total diluted share/voting capital of the TC after the said acquisition	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

(*) 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



Namit Malhotra
Director

Date: December 23, 2020
Place: Mumbai