

A2R Holdings

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

To,

Date: March 22, 2021

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 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 acquired 3,16,39,695 Equity Shares of Re. 1/- each of Prime Focus Limited, on March 19, 2021 by way of an off-market purchase from IDBI Trusteeship Services Limited (acting for and on behalf of Credit Suisse AG, Singapore Branch). 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



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(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. Monsoon Studio Private Limited 3. Mr. Naresh Malhotra <p>Note: The Acquirer has purchased shares from IDBI Trusteeship Services Limited (“Seller”, acting for and on behalf of Credit Suisse AG, Singapore Branch), which is not 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 and PAC 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 the Acquirer and the PAC (as on March 18, 2021):			
a) Shares carrying voting rights	17,79,07,833 [#]	59.45%	59.45%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL

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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)	17,79,07,833	59.45%	59.45%
Details of acquisition by the Acquirer/sale	3,16,39,695	10.57%	10.57%
a) Shares carrying voting rights acquired/ sold			
b) VRs acquired/ sold otherwise than by 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 encumbered, invoked, released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+/-d)	3,16,39,695	10.57%	10.57%
After the acquisition/sale, holding of the Acquirer and PAC:	20,95,47,528	70.02%	70.02%
a) Shares carrying voting rights			
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by 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)	20,95,47,528	70.02%	70.02%
Mode of acquisition/ sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Off-market		
Date of acquisition/ sale of shares of/ date of receipt of intimation of allotment of shares / VR , whichever is applicable	March 19, 2021		

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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

- Includes the (a) 526 Equity Shares acquired by A2R Holdings, on March 12, 2021 pursuant to the Open Offer to the public shareholders of the TC; and (b) 73,299,666 Equity Shares on March 17, 2021, from IDBI Trusteeship Services Limited (acting for and on behalf of Credit Suisse AG, Singapore Branch), for which a disclosure was made under Reg. 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, on March 18, 2021.

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 the 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: March 22, 2021
Place: Mumbai