

A2R Holdings

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

Date: December 23, 2020

To,

BSE Limited (Scrip code: 532748) Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	National Stock Exchange of India Limited (Symbol: PFOCUS) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
---	--

Dear Sir,

Sub: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref: Prior Intimation filed under regulation 10(5) dated December 8, 2020

Please see enclosed the disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, with respect to the acquisition of 2,75,05,995 equity shares of Prime Focus Limited by A2R Holdings, from Monsoon Studio Private Limited (inter-se amongst the 'qualifying persons').

The aforesaid equity shares are acquired by way of a sale, pursuant to an exemption under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, and there will be no change in the aggregate shareholding of the Promoter and Promoters Group of Prime Focus Limited, pursuant to such transfer.

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

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

A2R Holdings

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

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Prime Focus Limited (“TC”)	
2.	Name of the acquirer(s)	A2R Holdings (“Acquirer”)	
3.	Name of the stock exchange where shares of the TC are listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Seller – Monsoon Studio Private Limited (“Seller”) Date of transfer by the Seller – December 23, 2020 No. of equity shares acquired – 2,75,05,995 Equity Shares (constituting 9.19% of diluted share capital of TC) Rationale - Inter-se transfer amongst ‘qualifying persons’, i.e. entities with majority ownership and control by Mr. Namit Malhotra	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes Yes December 8, 2020	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller Monsoon Studio Private Limited	Yes	Yes
	b. Date of acquisition Any time after 4 working days from the date of intimation i.e. on or after December 15, 2020.	Yes	Yes

A2R Holdings

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

	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above Upto 2,75,05,995 Equity Shares (the Seller has transferred 2,75,05,995 Equity Shares to the Acquirer)	Yes		Yes	
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC 9.19% of share capital of TC (the Seller has transferred Equity Shares representing 9.19% share capital to the Acquirer)	Yes		Yes	
	e.	Price at which shares are proposed to be acquired / actually acquired The shares of the TC will be acquired at a price not exceeding the limit provided in proviso (i) to Regulation 10(1)(a) of the SEBI SAST Regulations over Rs 40.5 per share, the value determined in terms of clause (e) of regulation 8(2) (The Acquirer has paid INR 44 per Equity Shares, to the Seller, for such Equity Shares)	Yes		Yes	
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	A	Each Acquirer / Transferee(**) • A2R Holdings	NIL	NIL	2,75,05,995	9.19%
	b	Each Seller / Transferor • Monsoon Studio Private Limited	2,75,06,095	9.19%	100	0.00003%

A2R Holdings

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

Note:

- (**) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For A2R Holdings



Namit Malhotra
Director

Date: December 23, 2020
Place: Mumbai