

Dated: 19th March 2021

BSE Limited (Scrip code: 532748) Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001.	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.
Prime Focus Limited Opposite Citi Bank, Linking Road, Khar (West) Mumbai 400052	

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

Dear Sir / Madam,

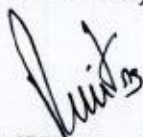
Please find enclosed the disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the invocation of pledge over 31,639,695 equity shares of Prime Focus Limited (“**Target Company**”) by IDBI Trusteeship Services Limited acting in its capacity as the Debenture Trustee for Credit Suisse AG, Singapore Branch (the sole debenture holder). This invocation is being done as part of enforcement of the pledge created by Reliance Mediaworks Financial Services Private Limited over the shares of the Target Company.

Please note that we have on 18th March 2021 made a disclosure as regards disposal of 73,299,666 equity shares of the Target Company to A2R Holdings, which was also part of the aforementioned enforcement of pledge.

We request you to take this on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,



For IDBI Trusteeship Services Limited

Encl: a/a

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

Name of the Target Company (TC)	Prime Focus Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IDBI Trusteeship Services Limited acting as debenture trustee for Credit Suisse AG, Singapore Branch, the sole debenture holder (hereinafter collectively referred to as the "Secured Parties"). Please also refer to the disclosure as regards the 'Mode of acquisition' set out hereinbelow.		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition / disposal 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:			
(a) Shares carrying voting rights	--	--	--
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	31,639,695 [§]	10.57% [§]	10.57% [§]
(c) Voting rights (VR) otherwise than by shares	--	--	--
(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)	--	--	--
(e) Total (a+b+c+d)	31,639,695 [§]	10.57% [§]	10.57% [§]
Details of acquisition/sale			
(a) Shares carrying voting rights acquired/sold	--	--	--
(b) VRs acquired /sold otherwise than by shares	--	--	--
(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	--	--	--
(d) Shares encumbered/ invoked /released by the acquirer	31,639,695 [§]	10.57% [§]	10.57% [§]
(e) Total (a+b+c+/-d)	31,639,695 [§]	10.57% [§]	10.57% [§]



After the acquisition/sale, holding of:			
(a) Shares carrying voting rights	31,639,695 [§]	10.57% [§]	10.57% [§]
(b) Shares encumbered with the acquirer	--	--	--
(c) VRs otherwise than by shares	--	--	--
(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	--	--	--
(e) Total (a+b+c+d)	31,639,695 [§]	10.57% [§]	10.57% [§]
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	<p>Invocation of shares pledged by Reliance Mediaworks Financial Services Private Limited ("RMFSPL") to secure indebtedness of RMFSPL on 18th March 2021.</p> <p>Post invocation of the pledge over the shares of the Target Company, the Secured Parties have acquired an interest in the shares to the extent of the amounts due and payable by RMFSPL.</p>		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledge was invoked on 18 th November 2019 on the instructions of the debenture holder.		
Equity share capital / total voting capital of the TC before the said acquisition / sale	29,92,48,978 (as per latest data available on BSE Ltd. and National Stock exchange of India Ltd.)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	29,92,48,978		
Total diluted share/voting capital of the TC after the said acquisition	29,92,48,978		

(*) Total share capital/ voting 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.

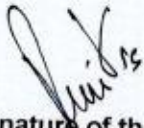
(§) Please refer to the letter of offer dated 12th February 2021 issued by A2R Holdings, ARR Studio Private Limited and Mr. Namit Malhotra ("LOO") in respect of shares of the Target Company.

Attention is drawn paragraph to paragraph 3.1.4 A. (iii) of the LOO, which is reproduced hereinbelow:

"...As per the terms of the SPA, the Seller will be exercising its rights of a pledgee over the Tranche 2 Shares and acquire such Tranche 2 Shares, within 7 (Seven) business days of the Tranche 1 Sale, to enable the sale of such Equity Shares to the Acquirer..."



The LOO can be accessed at <https://www.bseindia.com/xml-data/corpfiling/AttachHis/545156d3-14e8-4861-b93e-d73477c24f11.pdf>. Please note that the sale of the first tranche shares i.e. 73,299,666 shares of Prime Focus Limited has been effected and the disclosure in respect of the same has been made on 18th March 2021.



Signature of the Seller (Authorised Signatory)

Place : Mumbai

Date : 19th March 2021