A2R Holdings
(the "Company")

C/o Amicorp (Mauritius) Limited
6th Floor, Tower I, Nexteracom Building, Ebene, Mauritius

Date: December 8, 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: Prior Intimation under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for proposed acquisition of shares

Please see enclosed the intimation under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**,** with respect to the proposed acquisition of up to 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 proposed to be acquired by way of a sale, pursuant to an exemption provided in Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and there will be no change in the total 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

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations")

1.	Name of the Target Company (TC)	Prime Focus Limited ("**TC**")
2.	Name of the acquirer(s)	A2R Holdings ("**Acquirer**"/"**Transferee**")
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	The Acquirer is not disclosed as part of the promoter and promoter group of the TC, prior to the transaction. The Acquirer shall be a part of the promoter and promoter group of the TC, post-acquisition of shares from Monsoon Studio Private Limited. The 100% shares of the Acquirer are held by Mr. Namit Malhotra, who is a promoter of the TC and also holds more than 50% shares of Monsoon Studio Private Limited.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Monsoon Studio Private Limited **("Transferor")**
	b. Proposed date of acquisition	Anytime after 4 working days from the date of this intimation i.e., on or after December 15, 2020
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Up to 2,75,05,995 equity shares
	d. Total shares to be acquired as % of share capital of TC	Up to 9.19% of the share capital of the TC
	e. Price at which shares are proposed to be 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
	f. Rationale, if any, for the proposed transfer	Inter-se transfer amongst 'qualifying persons', i.e. entities controlled by Mr. Namit Malhotra
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(iii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period	Not Applicable – the shares of the TC are infrequently traded
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Rs. 40.5 per share
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable	The Acquirer do hereby confirm and declare that the acquisition price would not be higher by more than 25% of the price computed in point 7 above
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed	Both the Transferor and the Transferee do hereby confirm and declare that they have complied (during 3 years prior to the date of proposed acquisition) / will

	acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.		comply with the disclosure requirements in Chapter V of the Takeover Regulations, 2011, to the extent applicable The details are given in annexure I and the copies of such disclosures are enclosed.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		The Acquirer do hereby confirm and declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions, as applicable, has been duly complied with			
11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	A	Acquirer(s) and PACs (other than sellers)(*)				
		1. A2R Holdings	-	-	2,75,05,995	9.19%
		2. Namit Malhotra	1,49,00,000	4.98%	1,49,00,000	4.98%
		3. Naresh Malhotra	6,22,01,546	20.79%	6,22,01,546	20.79%
		TOTAL	**7,71,01,546**	**25.77%**	**10,46,07,541**	**34.96%**
	B	Seller(s) - Monsoon Studio Private Limited	**2,75,06,095**	**9.19%**	**100**	**0.00%**

Note:

- (*) Shareholding of each entity may 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.

Name of Acquirer: A2R Holdings

For A2R Holdings

Namit Malhotra
Director

Date: December 8, 2020