

NARESH MALHOTRA

201, Priyanka Apts, N.S. Road, J.V.P.D Scheme, Juhu, Mumbai – 400056

To,

Date: June 27, 2025

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 the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended

Pursuant to Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (hereinafter referred to as **Takeover Regulations**), we wish to inform you that Mr. Naresh Malhotra has sold 1,51,15,057 Equity Shares of Re. 1/- each of Prime Focus Limited, on June 27, 2025 to A2R Holdings, by way of inter-se transfer of shares amongst the promoter/promoter group in open market through block deal.

Please find enclosed our disclosure pertaining to the same in terms of Regulation 29(2) of the Takeover Regulations in the format specified in terms of the SEBI Master Circular dated February 16, 2023, bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31.

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

Thanking you,

Yours faithfully,



Naresh Malhotra

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

Encl: a/a

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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 seller and Persons Acting in Concert (PAC) with the seller	Naresh Malhotra (“Seller”) Persons acting in concert with the Seller: Other members of the Promoter and Promoter Group of the TC: 1. Mr. Namit Malhotra 2. A2R Holdings 3. Monsoon Studio Private Limited Note: The Seller has sold shares to A2R Holdings (“Acquirer”), which is also a part of the promoter and promoter group of TC		
Whether the seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition/ disposals 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 sale under consideration, holding of:			
a) Shares carrying voting rights	5,86,75,296	18.93%	18.93%
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
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)#	5,86,75,296	18.93%	18.93%
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/sold	1,51,15,057	4.88%	4.88%
b) VRs acquired/ sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive	NIL	NIL	NIL

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shares carrying voting rights in the TC (specify holding in each category) acquired/ sold			
d) Shares encumbered/ invoked/ released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+/-d)[#]	1,51,15,057	4.88%	4.88%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	4,35,60,239	14.05%	14.05%
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)[#]	4,35,60,239	14.05%	14.05%
Mode of acquisition/ sale (e.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Inter-se transfer amongst persons forming part of the promoter and promoter group in open market through Block Deal		
Date of acquisition/ sale of shares of/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 27, 2025		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	30,99,36,976 Equity Shares of Re. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	30,99,36,976 Equity Shares of Re. 1/- each		
Total diluted share/voting capital of the TC after the said sale	30,99,36,976 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. 20,95,47,528 equity shares representing 67.61% of the equity share capital) of the TC pursuant to such transaction.

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 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.

Naresh Malhotra

Date: June 27, 2025

Place: Mumbai