

**A2R Holdings**  
**121, avenue de la Faïencerie, L-1511 Luxembourg**

**Date: May 31, 2025**

To,  
National Stock Exchange of India  
Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra East,  
Mumbai - 400 051  
Fax Nos.: 26598237 | 26598238

To,  
BSE Limited  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai- 400 001  
Fax Nos.: 22723121/2037/2039

**Ref: Scrip Code: BSE: 532748/ NSE: PFOCUS**

**Subject: Disclosure of Inter Se transfer of shares between the Promoter and Promoter Group in accordance with Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("SEBI SAST Regulations")**

Dear Sir/Madam,

A2R Holdings hereby submit the requisite information under Regulation 10(5) of the SEBI SAST Regulations in respect of the proposed acquisition of equity shares of Prime Focus Limited by way of an Inter-Se transfer of equity shares in open market through block deal between Promoter/ Promoter Group being qualified persons under Regulation 10(1)(a)(ii) of the SEBI SAST Regulations.

The aggregate shareholding of the Promoter and Promoter Group before and after the above inter-se transaction will remain the same.

This is for your information and records.

Yours Faithfully,



Namit Malhotra  
Director  
A2R Holdings

**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 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Prime Focus Limited (“PFL” or “Company”)
2.	Name of the acquirer(s)	A2R Holdings (“Acquirer”)
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	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Mr. Naresh Malhotra, promoter of the Company
	b. Proposed date of acquisition	Anytime after 4 working days from the date of this intimation i.e on or after June 6, 2025.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	2,42,08,696
	d. Total shares to be acquired as % of share capital of TC	8.07%
	e. Price at which shares are proposed to be acquired	The shares will be acquired at prevailing market price as per the block deal mechanism and in accordance with Regulation 10(1)(a) of the SEBI SAST Regulations.
	f. Rationale, if any, for the proposed transfer	Inter-se transfer within the promoter / promoter group.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) of SEBI SAST Regulation.
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.	INR 106.96
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	NA
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price	Yes

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	computed in point 6 or point 7 as applicable.				
9.	Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)  The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	Yes. The disclosures are attached.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes			
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. <b>Acquirer(s) and PACs (other than sellers)(*)</b>				
	A2R Holdings	13,59,72,232	45.33%	16,01,80,928	53.40%
	Mr. Namit Malhotra	1,49,00,000	4.97%	1,49,00,000	4.97%
	Monsoon Studio Private Limited	Nil	Nil	Nil	Nil
	<b>Total (a)</b>	15,08,72,232	50.3%	17,50,80,928	58.36%
	b. <b>Seller (s)</b>				
	Mr. Naresh Malhotra (b)	5,86,75,296	19.56%	3,44,66,600	11.49%

**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.



**Signature of the acquirer / seller / Authorised Signatory**

Place: Mumbai

Date: May 31, 2025