

To,

Date: 2 April, 2025

Department of Corporate Services BSE Limited (Scrip code: 532748) Floor 24, Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 (Scrip code: 532748)	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 (Symbol: PFOCUS)
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Dear Sir / Ma'am,

Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended

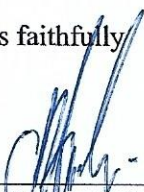
Pursuant to Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (hereinafter referred to as **Takeover Regulations**'), we wish to inform you that, we, Itiame Ltd., have entered into an agreement on March 31, 2025 with Mr. Naresh Malhotra which includes creation of encumbrance (as per the definition of "encumbrance" under Regulation 28 under Chapter V of the Takeover Regulations) on certain shares held by him in Prime Focus Limited.

Accordingly, please find enclosed herewith disclosure by us under Regulation 29(1) read with Regulation 29(4) 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



Nicos Hadjinicolaou
For Itiame Ltd.

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

Encl: a/a

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Prime Focus Limited ("TC")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Itiame Ltd.		
Whether the acquirer belongs to Promoter/Promoter group	NO		
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 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 acquirer along with PACs of:	NIL	NIL	NIL
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity 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)#	NIL	NIL	NIL
Details of acquisition			
a) Shares carrying voting rights acquired/sold			
b) VRs acquired/ sold otherwise than by equity shares	NIL	NIL	NIL
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	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others)	2,55,71,757	8.52%	8.52%
e) Total (a+b+c+/-d)#	2,55,71,757	8.52%	8.52%
After the acquisition, holding of acquirer along with PACs of:	NIL	NIL	NIL
a) Shares carrying voting rights			
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying	NIL	NIL	NIL

voting rights in the TC (specify holding in each category) after acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	2,55,71,757	8.52%	8.52%
e) Total (a+b+c+d)#	2,55,71,757	8.52%	8.52%
Mode of acquisition/ sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance etc.)	As of now, only encumbrance has been created pursuant to the terms of the agreement dated March 31, 2025. Please refer to Note 1 below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	NA		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	March 31, 2025		
Equity share capital / total voting capital of the TC before the said acquisition	29,99,86,976 Equity Shares of Re. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition	29,99,86,976 Equity Shares of Re. 1/- each		
Total diluted share/voting capital of the TC after the said acquisition	29,99,86,976 Equity Shares of Re. 1/- each		

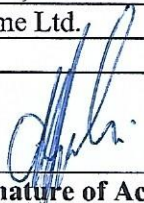
Note 1: Itiame Ltd. (“**Itiame**”) has entered into an Agreement to Sell dated March 31, 2025 (“**Agreement**”) with Mr. Naresh Malhotra (“**Promoter**”) to purchase 2,55,71,757 equity shares of the Target Company held by the Promoter (“**Encumbered Shares**”) within particular time period as per the Agreement and subject to fulfillment of certain conditions precedents as agreed under the Agreement. The Encumbered Shares will be acquired by Itiame on the floor of the stock exchange through the block window facility and as per the applicable laws including pricing guidelines, subject to the terms of the Agreement.

In the Agreement, in the interim unless the Agreement terminates earlier, the Promoter has *inter alia* agreed that the Promoter shall not, directly or indirectly, without the prior written consent of Itiame solicit, encourage, entertain, initiate or participate in any inquiry, negotiations or discussions or enter into any agreement/ document in connection with any offer or proposal to sell, transfer or otherwise dispose the Encumbered Shares.

Given that the above undertaking under the Agreement in favour of Itiame is likely to fall within the definition of “encumbrance” as provided under Chapter V of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), the enclosed disclosure is being made by Itiame in compliance with the Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations. It is clarified that the above disclosure does not mean that Itiame has acquired the Encumbered Shares as on the date of creation of encumbrance, and all necessary and required compliances in relation thereto will be made whenever the said encumbrance is released, or the acquisition happens in terms of the Agreement.

Part-B**Name of the Target Company: Prime Focus Limited**

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Itiame Ltd.	No	Not applicable


Signature of Acquirer**Nicos Hadjinicolaou
For Itiame Ltd.**

Date: 2 April, 2025

Place: Cyprus

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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.