

MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2nd floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648; / Email: csmehulraval@gmail.com

Annexure H

Confirmation by the Practicing Company Secretary

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 46,26,69,444 Equity Shares of Prime Focus Limited on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Mehul Raval, have verified the relevant records and documents of Prime Focus Limited (“company”) with respect to the proposed preferential issue by the company as per Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (“ICDR Regulations”) and certify that:

- a) Based on the confirmation received by the Company, none of the proposed allottee(s) have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date, save and except for the inter-se transfer between members of the promoter and promoter group being qualified persons under Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover Regulations), 2011 which was undertaken in accordance with explanation to Regulation 159(1) of the ICDR Regulations.
Note: In terms of Regulation 10 of SEBI SAST Regulations, M/s. A2R Holdings have acquired 15115057 equity shares from Mr. Naresh Malhotra on June 27, 2025 by way of Inter-se transfer of shares between Promoter & Promoter Group.
- b) (i) Novator Capital Limited, (ii) Bresino Projects Limited, (iii) Prabhu Narasimhan, and (iv) Belongerio Limited, (v) Granelo Ventures Ltd, (vi) Hulino Projects Ltd, (vii) Cohesion MK Best Ideas Sub-Trust, (viii) Heya Ajay Shah, (ix) Singularity Equity Fund I, (x) Axana Estates LLP, (xi) Rivkaran Singh Chadha, (xii) Bimal Parekh (xiii) Ranbir Kapoor and (xiv) Jasmeet Kaur Chadha are the allottee(s) who do not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) of ICDR Regulations. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

MEHUL RAVAL

Practicing Company Secretary

Office: 161, 2nd floor, Raghuleela Mega Mall, Kandivali – (West), Mumbai – 400 067.

Tel: 022- 49638648; / Email: csmehulraval@gmail.com

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
A2R Holdings	12037600 08182261 12037600 08181010	13,59,72,232 1,51,15,057	26-06-2025	05-01-2026	NA	NA
Chartered Finance and Leasing Limited	12049800 00179711	94,426	26-06-2025	05-01-2026	NA	NA

(*) client id/ folio no in case allottee hold the securities in physical form

Note: As on date of this certificate, Company is in the process of creating lock in on pre preferential shareholding of the above allottees.

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of ICDR Regulations.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of ICDR Regulations, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that Articles of Association of the Company do not provide for a determination of issue price for the proposed preferential issue through valuation report. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the Companies Act, 2013 read with applicable rules framed thereunder and in terms of Regulation 166A read with Regulation 164 of the SEBI (ICDR) Regulations and by using the valuation parameters as per the SEBI (ICDR) Regulations.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2025-2026 is more than 5% of the post issue fully diluted share capital of the issuer.

CS Mehul Raval
Practicing Company Secretary
ACS: 18300
COP: 24170
Place: Mumbai

Date: 04.07.2025