



**PRIME FOCUS**  
L I M I T E D

**September 24, 2025**

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

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

Dear Sir/Madam,

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

**Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) with respect to allotment of Equity Shares on a preferential basis and acquisition of shares in its step-down subsidiary, DNEG.**

With reference to our disclosure dated June 30, 2025, July 03, 2025, July 04, 2025, July 21, 2025, July 26, 2025, August 22, 2025, August 29, 2025, September 17, 2025 and pursuant to Regulation 30 read with Schedule III of the LODR Regulations and further with reference to approval of shareholders in their extra-ordinary general meeting (“**EOGM**”) held on July 26, 2025 regarding preferential allotment of equity shares, approval of related party transaction between PF World Limited, a subsidiary of the Company and A2R Holdings, an entity forming part of the promoter group of the Company, and receipt of in-principle approval from BSE Ltd. on September 11, 2025 and National Stock Exchange of India Limited on September 12, 2025 in this connection.

We would like to inform you that the Board of the Company on Tuesday, September 23, 2025, approved and allotted 18,79,40,531 (Eighteen Crores Seventy Nine Lakhs Forty Thousand Five Hundred Thirty One) fully paid up equity shares of the Company of face value of INR 1/- each (“**Equity Shares**”) at an issue price of INR 120/- (including premium of INR 119/-) on a preferential basis through circular resolution to the following allottees in this tranche:

Sr. No.	Name of the Allottee	Category	No. of Equity Shares allotted
1.	A2R Holdings	Promoter	10,24,47,901
2.	Bresino Projects Limited	Non-Promoter	3,45,22,200
3.	Prabhu Narasimhan	Non-Promoter	1,16,51,728



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Sr. No.	Name of the Allottee	Category	No. of Equity Shares allotted
4.	Belongerio Limited	Non-Promoter	99,99,970
5.	Granelo Ventures Ltd	Non-Promoter	74,99,991
6.	Hulino Projects Ltd	Non-Promoter	74,99,991
7.	Novator Capital Limited	Non-Promoter	1,43,18,750
<b>Total:</b>			<b>18,79,40,531</b>

Consequent to the said allotment, the paid-up equity share capital of the Company has increased from INR 58,75,59,017 (58,75,59,017 fully paid-up equity shares of INR 1/- each) to INR 77,54,99,548 (77,54,99,548 fully paid-up equity shares of INR 1/- each).

The above said allotment in tranche has been made in accordance with the terms mentioned in the notice of EOGM dated July 03, 2025 read with the corrigendum dated July 21, 2025 and in compliance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Consequent to the above preferential allotment through share swap as detailed above, the Company has acquired a total of 12.53% in DNEG (directly). Further, the Company is informed that further to the approval by the shareholders of related party transaction between PF World Limited, a subsidiary of the Company and A2R Holdings, an entity forming part of the promoter group of the Company, 1.03% has been acquired by PF World Limited in DNEG from A2R Holdings on September 23, 2025. Accordingly, the total shareholding of the Company (directly and indirectly) in DNEG has increased to 88.28%.

The details as required under the LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given in **Annexure A** and **Annexure B**.

Kindly take the above on your record and acknowledge receipt of the same.

Thanking You,  
For **Prime Focus Limited**

**Parina Shah**  
**Company Secretary & Compliance Officer**

**Encl.: a/a**



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## Annexure A

### **Details pursuant to Clause 2 of Para A of Part A of Schedule III of LODR Regulations read with LODR SEBI Circular: Issue of Equity Shares on Preferential Basis**

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued	Equity Shares
2.	Type of issuance	Preferential issue of equity shares by way of private placement basis in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ <b>SEBI ICDR Regulations</b> ”) read with the Companies Act, 2013 and rules made thereunder.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Allotment of 18,79,40,531 Equity Shares of the Company (“ <b>Subscription Shares</b> ”) in this tranche for a total consideration value of INR 22,55,28,63,720/- in the following manner: i) Allotment of 17,36,21,781 (Seventeen crore thirty six lakh twenty one thousand seven hundred and eighty one) Equity Shares to the relevant allottees / investors ( <i>as provided below</i> ) against the Company acquiring 67,79,916 shares in DNEG S.a.r.l, Luxembourg, a step-down subsidiary of the Company, pursuant to a share swap, for a total consideration value of INR 20,83,46,13,720/-. ii) Allotment of 1,43,18,750 (One crore forty three lakh eighteen thousand seven hundred and fifty) Equity Shares to the relevant allottees / investors ( <i>as provided below</i> ) against the Company raising funds aggregating upto INR 1,71,82,50,000/-.
4.	<b>Additional details (in case of preferential issue):</b>	
i.	Names and number of the investors	<b>Number of Investors:</b> 7 investors being allotted in this tranche <b>Names of the investors being allotted in this tranche:</b> i) A2R Holdings, part of promoter and promoter group ii) Novator Capital Limited, non-promoter category iii) Bresino Projects Limited, non-promoter category iv) Prabhu Narasimhan, non-promoter category v) Belongerio Limited, non-promoter category vi) Granelo Ventures Ltd, non-promoter category vii) Hulino Projects Ltd, non-promoter category
ii.	Post allotment of securities – outcome of the subscription	



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Sr. No.	Particulars	Details								
			Sr No.	Total size of preferential issue as per the EOGM Notice (read with the corrigendum)	Subscribed and allotted in this tranche					
			1.	Upto 46,26,69,444 (Forty-six Crore Twenty-six Lakhs Sixty-nine Thousand Four Hundred Forty four) equity shares only	18,79,40,531 (Eighteen Crores Seventy Nine Lakhs Forty Thousand Five Hundred Thirty One) equity shares only					
			Sr No.	Name of Proposed Allotees	No. of shares to be allotted	Pre-allotment		Post-allotment		
						No. of shares	% of holding	No. of shares	% of holding	
		1.	A2R Holdings	10,24,47,901	31,06,24,768	52.87 %	41,30,72,669	53.27 %		
		2.	Novator Capital Limited	1,43,18,750	9,69,65,562	16.50 %	11,12,84,312	14.35 %		
		3.	Bresino Projects Limited	3,45,22,200	-	-	3,45,22,200	4.45%		
		4.	Prabhu Narasimhan	1,16,51,728	-	-	1,16,51,728	1.50%		
		5.	Belongerio Limited	99,99,970	-	-	99,99,970	1.29%		



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Sr. No.	Particulars	Details						
		6.	Granelo Ventures Ltd	74,99,991	-	-	74,99,991	0.97%
		7.	Hulino Projects Ltd	74,99,991	-	-	74,99,991	0.97%
iii	Issue price / allotted price (in case of convertibles)	INR 120/- per Equity Share. The issue and allotted price is the same.						
iv.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable						
5	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable						



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## ANNEXURE B

**Details pursuant to Clause 1 of Para A of Part A of Schedule III of LODR Regulations read with LODR SEBI Circular: Acquisition (including agreement to acquire)**

S. No.	Particulars	Details
1.	<b>Name of the target entity, details in brief such as size, turnover etc.;</b>	<p>DNEG Sarl, Luxembourg (“DNEG”), a private limited liability company (<i>société à responsabilité limitée</i>) incorporated under Luxembourg law, having its registered office located in Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register (<i>Registre du Commerce et des Sociétés</i>) with registered number B164184.</p> <p>Size: Total assets USD 935.9 mn</p> <p>Turnover: USD 425.7 mn</p>
2.	<b>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;</b>	<p>The acquisition is a related party transaction, and has been approved by the shareholders.</p> <p>PF World Limited (“PFW”) is a wholly owned subsidiary of the Company</p> <p>A2R Holdings (“A2R”) is part of the promoter group of the Company</p> <p>DNEG S.a.r.l (“DNEG”) is a material step-down subsidiary.</p> <p>The transaction is being done at arm’s length.</p>
3.	<b>Industry to which the entity being acquired belongs;</b>	<p>Business of inter alia visual effects, animation, and creative technologies for film, TV, and immersive content.</p>
4.	<b>Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);</b>	<p>Consolidation of shares in material step-down subsidiary</p>
5.	<b>Brief details of any governmental or regulatory approvals</b>	<p>Not applicable</p>



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S. No.	Particulars	Details
	required for the acquisition;	
6.	Indicative time period for completion of the acquisition;	23 <sup>rd</sup> September 2025
7.	Consideration -whether cash consideration or share swap or any other form and details of the same;	Cash consideration – as part of the preferential issue, PFL will be using the money to consolidate shareholding in DNEG through PFW as per the terms of the definitive documents.
8.	Cost of acquisition and/or the price at which the shares are acquired;	USD 19.75 mn (INR 171.82 crs)
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	A2R is transferring 1.03% shareholding (“Sale Shares”) on a fully diluted basis held by it in DNEG to PFW.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>i) DNEG is <i>inter alia</i> engaged in the business of visual effects, animation, and creative technologies for film, TV, and immersive content.</p> <p>ii) Date of incorporation: September 21, 2011.</p> <p>iii) Turnover for past 3 years  2024-25 - USD 425.7 mn  2023-24 - USD 478 mn  2022-2023 - USD 526.3 mn</p> <p>iv) Country of presence: Luxembourg</p> <p>v) Any other significant information: NA</p>