



Date: March 30, 2026

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

Re.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”)

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of LODR Regulations, we would like to inform you that the subsidiaries of Prime Focus Limited (the “**Company**” or “**PFL**”) have proposed to undertake certain steps for internal restructuring within the group to streamline the business operations and details of key restructuring steps for the same are as follows:

1. Assignment of certain proprietary software along with relevant associated rights from Brahma AI Services India Limited (formerly Prime Focus Technologies Limited) to Brahma AI ME Ltd (both are step-down subsidiaries of the Company).
2. Assignment of certain proprietary software along with relevant associated rights from Prime Focus Technologies, Inc. to Brahma AI ME Ltd (both are step-down subsidiaries of the Company).
3. Transfer of TCS business and Restoration business as a going concern by means of a “slump sale” from Brahma AI Services India Limited (formerly Prime Focus Technologies Limited) to DNEG India Media Services Limited (both are step-down subsidiaries of the Company).

Since aforementioned internal restructuring has been proposed to be carried out between subsidiaries of the Company, audit committee of the Company has considered and approved the same in its meeting held on March 30, 2026.

The details required under Regulation 30 read with Schedule III (Part A), Para 1 of SEBI LODR Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated

PRIME FOCUS LIMITED

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REGISTERED ADDRESS:

PRIME FOCUS HOUSE, LINKING ROAD,
KHAR (W), MUMBAI 400052, INDIA

CIN NUMBER: L92100MH1997PLC108981



November 11, 2024 and SEBI Master Circular SEBI/HO/49/14/14(7)2025-CFD POD2/1/3762/2026 dated January 30, 2026, are enclosed as **Annexure A** for point 1 and 2 and **Annexure B** for point 3.

The Meeting commenced at 09:30 a.m. and concluded at 10.30 a.m.

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
Enclosure: Annexure A and B

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Annexure A

Other Restructuring

| S. No. | Particulars | Details | Details |
|--------|--|---|---|
| 1 | Name(s) of the parties with whom the agreement is entered. | Brahma AI Services India Limited (formerly Prime Focus Technologies Limited) (" PFT India ") and Brahma AI ME Ltd (" Brahma ME "). The Company is not a party to the aforementioned agreement. | Prime Focus Technologies, Inc. (" PFT USA ") and Brahma AI ME Ltd (" Brahma ME "). The Company is not a party to the aforementioned agreement. |
| 2 | Details and reasons for restructuring | The said software assignment forms a part of internal restructuring and consolidation of the AI / Technology business under the Company's vertical "Brahma". This is expected to leverage the brand value and provide additional revenue streams. | |
| 3 | Quantitative and/ or qualitative effect of restructuring | Agreement Value: INR 75.2 Crores Qualitative effects are mentioned above. | Agreement Value: US\$ 3.44 Million Qualitative effects are mentioned above. |
| 4 | Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring | The proposed software assignment involves moving the software from one step-down subsidiary to another step-down subsidiary. As the transfer is between two step-down subsidiaries, there are no benefits accruing to any promoter, promoter group, or any other group companies, except to the extent that aforementioned assignment of software is done in favour of the respective transferee step-down subsidiaries. | |
| 4 | Brief details of change in shareholding pattern (if any) of all entities. | There is no change in shareholding of the Company or any of the step-down subsidiaries as a result of the proposed software assignment. | |

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Annexure B

Sale or disposal of unit(s) or division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity

| S. No. | Particulars | Details |
|--------|--|--|
| 1 | the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year; | Consolidated Turnover of TCS and Restoration Business: INR 102.62 Crores 2.85% of consolidated turnover of Prime Focus Limited for FY 2024-25. Consolidated Net worth of TCS and Restoration Business: INR 23.86 Crores 2.38% of consolidated net worth of Prime Focus Limited for FY 2024-25 (Note: Above figures are as per Audited Financial Statements for the financial year 2024-25) |
| 2 | date on which the agreement for sale has been entered into; | March 30, 2026 The Company is not a party to the aforementioned agreement. |
| 3 | the expected date of completion of sale/disposal; | As per the timelines agreed under the said agreement |
| 4 | consideration received from such sale/disposal; | INR 26.5 Crores |
| 5 | brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof; | DNEG India Media Services Limited (" DNEG India ") is a step-down subsidiary of the Company, and is the buyer. Brahma AI Services India Limited (formerly Prime Focus Technologies Limited) (" Brahma India ") is the seller |

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| | | |
|---|--|---|
| 6 | whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; | Yes, both parties to the transaction are related parties as they are step-down subsidiaries of the Company, and the transaction will be done at “arm’s length” |
| 7 | whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations. | NA. |
| 8 | additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale. | |
| | a. name of the entity(ies) forming part of the slump sale, details in brief such as, size, turnover etc | Please see responses provided above under S. No. 1 to 5. |
| | b. whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length” | Please see responses provided above under S. No. 1 to 5 |
| | c. area of business of the entity(ies); | Brahma India: Provides a cloud-based technology platform for content, workflow, supply chain, and production management for the media and entertainment industry. DNEG India: Provides post-production services, including visual effects, 2D-to-3D conversion, and animation for film projects. |
| | d. rationale for slump sale; | The said slump sale by Brahma India to DNEG India forms a part of internal restructuring and consolidation of the AI / Technology business under vertical “Brahma”. This is expected to leverage the brand value and provide additional revenue streams. |
| | e. in case of cash consideration – amount or otherwise share exchange ratio | As provided above |
| | f. brief details of change in shareholding pattern (if any) of listed entity | NA |

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