



April 01, 2026

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

To,
BSE Limited
Listing Department, Phiroze Jeejebhoy
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 following mentioned 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) Restructuring by way of transfer of the entire 100% equity shareholding of Prime Focus Technologies Inc. (“**PFT US**”) held by Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited) (“**Brahma India**”), to DNEG S.a.r.l. (“**DNEG**”) (all are step-down subsidiaries of the Company), after taking into account the following additional equity shares to be held by Brahma India in accordance with the applicable laws: (a) conversion of optionally convertible redeemable preference shares issued by PFT US to Brahma India into equity shares, (b) conversion of loan given by Brahma India to PFT US into equity shares. It is important to note that the issuance of additional equity shares does not involve any fresh infusion of capital by the Company or Brahma India. It pertains only to the restructuring of Brahma India’s existing financial exposure by converting the outstanding inter-company loan and optionally convertible redeemable preference shares into equity shares of the PFT US.

(2) Restructuring by way of transfer of the entire 100% equity shareholding (including currently held 92.23% by DNEG and the remaining 7.77% shareholding by the other remaining shareholders) of Brahma AI Services India Limited (formerly known as Prime Focus Technologies Limited) (“**Brahma India**”) by DNEG S.a.r.l. (“**DNEG**”) to Brahma AI Holdings Limited (all are step-down subsidiaries of the Company).

Upon completion of the aforementioned transfers, PFT US and Brahma India will continue to be part of the group and will continue to be step-down subsidiaries of the Company.

The details required under Regulation 30 of the LODR Regulations read with Para A of Part A of Schedule III of the LODR Regulations, SEBI Master Circular SEBI/HO/49/14/14(7)2025-CFD POD2/I/3762/2026 dated January 30, 2026, are enclosed as **Annexure A and Annexure B respectively**.

PRIME FOCUS LIMITED

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CIN NUMBER: L92100MH1997PLC108981



The aforesaid transactions have also been approved by the Audit Committee.

The Meeting of the Board commenced at 07:00 p.m. and concluded at 07:15 p.m.

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

Thanking you,
For **Prime Focus Limited**

Parina Shah
Company Secretary and Compliance Officer

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ANNEXURE A

Details of disposal of subsidiary of the Company, pursuant to Regulation 30 read with Schedule III of the LODR Regulations, read with SEBI Master Circular SEBI/HO/49/14/14(7)2025-CFD POD2/I/3762/2026 dated January 30, 2026.

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:

Sr. 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 PFT US for FY 2024-25: INR 90.49 Crores (USD 1,05,89,160) 2.51% of consolidated turnover of Prime Focus Limited for FY 2024-25. Consolidated Net worth of PFT US: INR 0.63 Crores (USD 73,633) 0.06% 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) (Exchange rate - 85.4585 as on March 31, 2025)
2	date on which the agreement for sale has been entered into	April 01, 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, and subject to fulfilment of the conditions precedent thereunder.
4	consideration received from such sale/disposal	Around USD 21 Million would be received on completion of sale/disposal
5	brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	The buyer is DNEG S.a.r.l., which is a material step-down subsidiary of the Company, incorporated in Luxembourg. The seller is Brahma AI Services India Limited which is also a material step-down subsidiary of the Company, incorporated in India.
6	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Yes, the transaction is a related party transaction. The transaction is being done at arm’s length.
7	whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement?	Yes, the sale is outside the scheme of arrangement. Regulation 37A is not applicable.

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	If yes, details of the same including compliance with regulation 37A of LODR Regulations.	
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.	Not applicable.
9	Others	Upon completion of sale, PFT US would continue to be part of the group and will continue to be a step-down subsidiary of the Company.

DETAILS WITH RESPECT TO THE ACQUISITION OF EQUITY SHARES BY BRAHMA INDIA IN PFT US BY CONVERSION OF LOAN AND OPTIONALLY CONVERTIBLE PREFERENCE SHARES INTO EQUITY SHARES

Sr. No.	Particulars	Details
1	name of the target entity, details in brief such as size, turnover etc.;	PFT US, a step down subsidiary of the Company. Consolidated Turnover of PFT US for FY 2024-25: INR 90.49 Crores (USD 1,05,89,160)
2	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”	Yes, and the same is done at “arm’s length”. The Company is not a party to the said arrangement.
3	industry to which the entity being acquired belongs	PFT US is engaged in the business of AI-powered content management and supply chain solutions for the media and entertainment industry.
4	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)	It pertains to the restructuring of Brahma India’s existing financial exposure by converting the outstanding inter-company loan and optionally convertible redeemable preference shares into equity shares of the PFT US.
5	brief details of any governmental or regulatory approvals required for the acquisition	As per applicable laws, if required.
6	indicative time period for completion of the acquisition	As per the agreed timelines between the parties.
7	consideration - whether cash consideration or share swap or any other form and details of the same	Converting the outstanding inter-company loan and optionally convertible redeemable preference shares into equity shares of the PFT US.

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Sr. No.	Particulars	Details
8	cost of acquisition and/or the price at which the shares are acquired	Fair value as per valuation report
9	percentage of shareholding / control acquired and / or number of shares acquired	PFT US is a wholly owned subsidiary (step-down) of the Company held through Brahma India and post conversion, PFT US would continue to be a wholly owned subsidiary (step-down) of the Company.
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>Brief Background: PFT US is engaged in the business of AI-powered content management and supply chain solutions for the media and entertainment industry.</p> <p>Date of Incorporation: February 22, 2013</p> <p>Country of presence: United States of America</p> <p>History of last 3 years of Consolidated Turnover (In USD):</p> <p>2022-23: 1,34,59,863 2023-24: 1,25,04,021 2024-25: 1,05,89,160</p>
11	Others	Upon completion of aforementioned conversions, PFT US would continue to be part of the group and will continue to be a step-down subsidiary of the Company.

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ANNEXURE B

Details of disposal of subsidiary of the Company, pursuant to Regulation 30 read with Schedule III of the LODR Regulations, read with SEBI Master Circular SEBI/HO/49/14/14(7)2025-CFD POD2/I/3762/2026 dated January 30, 2026.

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:

Sr. 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 Brahma India for FY 2024-25: INR 380.23 Crores 10.57% of consolidated turnover of Prime Focus Limited for FY 2024-25 Consolidated Net worth of Brahma India: INR 178.11 Crores 17.75% 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	April 01, 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, and subject to fulfilment of the conditions precedent thereunder.
4	consideration received from such sale/disposal	USD 90.09 Million would be received on completion of sale/disposal
5	brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	The buyer is Brahma AI Holdings Limited, which is a subsidiary (step-down subsidiary) of the Company, incorporated in Jersey. The seller is DNEG S.a.r.l., which is a material step-down subsidiary of the Company, incorporated in Luxembourg.
6	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Yes, the transaction is a related party transaction. The transaction is being done at arm’s length.

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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.	Yes, the sale is outside the scheme of arrangement. Regulation 37A is not applicable.
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.	Not applicable.
9	Others	Upon completion of sale, Brahma India would continue to be part of the group and will continue to be a step-down subsidiary of the Company.

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