



**PRIME FOCUS**

L I M I T E D

**Date: February 18, 2025**

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

To,  
BSE Limited  
Listing Department,  
Phiroze Jeebhoy 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”) in respect of Merger of Brahma Merger Sub Inc. with Metaphysic Inc.**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of LODR Regulations, we would like to inform you that Prime Focus Limited (the “*Company*” or “*PFL*”) has received an intimation on February 17, 2025, from its step-down subsidiary, Brahma AI Holdings Limited (“*Brahma*”) that Brahma Merger Sub Inc. a wholly owned subsidiary of Brahma and Metaphysic, Inc. (“*Metaphysic*”) have on February 14, 2025 completed a Delaware Merger with Metaphysic surviving.

The details as 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 November 11, 2024, are enclosed as **Annexure**.

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



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### Annexure

**Acquisition(s)(including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), 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 or any other restructuring:**

#### **Amalgamation/ Merger of Brahma Merger Sub Inc. with Metaphysics Inc.:**

<b>Sr no.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	Brahma Merger Sub, Inc. – nil turnover (incorporated on February 4, 2025) Metaphysic, Inc. –turnover of \$4m (FY December 2023).
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No
3	Area of business of the entity(ies);	a. Brahma Merger Sub, Inc. – no activity to date (incorporated on February 4, 2025). b. Metaphysic, Inc. – AI-powered technology and services for film, television, gaming, and broader media & entertainment industry.
4	Rationale for amalgamation/ merger;	The business combination will enable Brahma to enhance its technology and AI capabilities
5	In case of cash consideration – amount or otherwise share exchange ratio;	At closing, Double Negative Holdings Limited and Metaphysic Inc. shall hold 90.91% and 9.09% of shares in Brahma AI Holdings Limited, respectively.
6	Brief details of change in shareholding pattern (if any) of listed entity;	No change in shareholding pattern of Prime Focus Limited.
7	Others	The merger has been completed as an all-share transaction as follows: (i) Brahma AI Limited (step down subsidiary) was transferred from Double Negative Holdings Limited (step down subsidiary) to Brahma AI Holdings Limited (step down subsidiary). (ii) Brahma Merger Sub, Inc. (wholly owned Delaware subsidiary of Brahma AI Holdings Limited) and Metaphysic, Inc. (Delaware) completed a Delaware merger with Metaphysic, Inc. surviving.