



PRIME FOCUS
L I M I T E D

Date: December 20, 2024

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 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 incorporation of a step down subsidiary company.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of LODR Regulations, we would like to inform you that Prime Focus Limited (“PFL”) has received intimation on December 20, 2024, from its step-down subsidiary, Double Negative Holdings Limited, UK (“DNEG UK”) that DNEG UK has incorporated a wholly owned subsidiary in the name of “**Brahma AI Holdings Limited**” on December 19, 2024, bearing Company Number 157756. Brahma AI Holdings Limited will be a step-down subsidiary of PFL.

The details required under Regulation 30 read with Para A of Part A of Schedule III of LODR Regulations 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
Encl: 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

Sr no.	Particulars	Details
1	name of the target entity, details in brief such as size, turnover etc.;	a) Company Name: Brahma AI Holdings Limited; b) Company number: 157756 c) Capital: None (one share issued at no par value). d) Turnover: Not applicable as Company is yet to commence operations.
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".	The step down subsidiary, Brahma AI Holdings Limited, is a related party of PFL. Save and except what is mentioned above, the promoter /promoter/ promoter group are not interested in the transaction.
3	industry to which the entity being acquired belongs;	Technology and AI.
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).	Brahma AI Holdings Limited will operate as a holding company inviting subscriptions from institutional and private investors and will incorporate subsidiary(ies), which will operate as a technology and AI driven SaaS business for content creation.
5	Brief details of any governmental or regulatory approvals required for the acquisition.	Brahma AI Holdings Limited is a step-down subsidiary of PFL and has taken required approvals from relevant authorities as applicable.
6	Indicative time period for completion of the acquisition;	Not Applicable.
7	consideration- whether cash consideration or share swap or any other form and details of the same;	No consideration.



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8	cost of acquisition and/or the price at which the shares are acquired;	Not Applicable.
9	percentage of shareholding / control acquired and / or number of shares acquired;	Brahma AI Holdings Limited is a wholly owned subsidiary of Double Negative Holdings Limited, UK, a step down subsidiary company of PFL.
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);	Brahma AI Holdings Limited has been incorporated on December 19, 2024, in Jersey. At present, the company has not commenced its business. The company will be registered with His Majesty's Revenue & Customs as tax resident in the United Kingdom.