



**PRIME FOCUS**

L I M I T E D

**Date: July 05, 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 – Order passed by the Hon'ble National Company Law Tribunal, Mumbai, sanctioning the Scheme of Amalgamation of Prime Focus Academy of Media and Entertainment Studies Private limited ("PFAMESPL" or "Transferor Company") with DNEG India Media Services Limited ("DIMSL" or "Transferee Company") and their respective shareholders ("the Scheme")**

Dear Sir/Madam,

The Company has been informed by its subsidiaries, namely, Prime Focus Academy of Media and Entertainment Studies Private limited ("PFAMESPL") and DNEG India Media Services Limited ("DIMSL"), subsidiaries of the Company, on July 05, 2024, that the Hon'ble National Company Law Tribunal (Hon'ble NCLT), Mumbai Bench, pronounced the order on July 04, 2024, sanctioning / approving the aforesaid Scheme. The detailed order sanctioning the Scheme is uploaded on the website of NCLT.

The certified copy of the order is awaited from Hon'ble NCLT. The Scheme will be effective upon filing of certified copy of the order of Hon'ble NCLT with the Registrar of Companies.

The details as required under SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 in this respect are enclosed herewith as **Annexure A**.

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 A**

Sr. No	Particulars	Details
a.	name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	<ol style="list-style-type: none"> <li>1. Transferor Company – Prime Focus Academy of Media and Entertainment Studies Private limited (“PFAMESPL”)</li> <li>2. Transferee Company – DNEG India Media Services Limited (“DIMSL”)</li> <li>3. DIMSL holds 100% of the share capital of PFAMESPL</li> <li>4. Income from operations (standalone) for financial year 2022-23               <ul style="list-style-type: none"> <li>• PFAMESPL – INR 5.29 crores</li> <li>• DIMSL – INR 1,017.24 crores</li> </ul> </li> </ol>
b.	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	<p>PFAMESPL and DIMSL are step down subsidiaries of Prime Focus Limited (PFL) and therefore the proposed amalgamation is between related parties.</p> <p>The proposed amalgamation does not fall within purview of related party transaction in terms of Circular No. 30/2014 dated 17.07.2014 issued by Ministry of Corporate Affairs.</p>
c.	area of business of the entity(ies);	<p>PFAMESPL – it is a training academy offering specialized courses in visual effects, animation, 3D animation services in the Media and Entertainment (M&amp;E) Industry.</p> <p>DIMSL – it is engaged in undertaking various post-production activities including providing visual effects, animation and 2D to 3D conversion services in the Media and entertainment Industry.</p>
d.	rationale for amalgamation/ merger;	<p>The Proposed Scheme of Amalgamation would inter alia have the following benefits:</p> <ol style="list-style-type: none"> <li>a. The Transferor Company is a wholly owned subsidiary of the Transferee Company. With a view of consolidating its post-production related activities, it is proposed that the Transferor Company be amalgamated with the Transferee Company.</li> <li>b. The amalgamation of the Transferor Company with the Transferee Company will lead to better business synergies, improved overall operational efficiencies and cost savings.</li> </ol>



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		<p>c. The amalgamation will also result in reduction in legal and regulatory compliances.</p> <p>d. The proposed amalgamation will reduce managerial overlaps.</p> <p>e. Rationalization of multiple entities and simplification of the group structure.</p>
e.	in case of cash consideration – amount or otherwise share exchange ratio;	No consideration is required to be discharged on account of the aforesaid merger, as PFAMESPL is a wholly owned subsidiary of DIMSL.
f.	brief details of change in shareholding pattern (if any) of listed entity.	As the merger is between subsidiaries of the listed entity, there would be no change in the shareholding pattern of the listed entity.