



**PRIME FOCUS**  
L I M I T E D

**Date: September 21, 2023**

To,  
National Stock Exchange of India Limited  
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**

**Sub: Settlement of loan by subsidiaries of the Company**

**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,

The Company has been informed that PF World Limited, Mauritius, a material subsidiary of the Company (“**PF World**”) has entered into a share sale and purchase agreement on September 20, 2023 with NaMa Capital Limited, Guernsey (“**NaMa**”) for transfer of 23.25% shares (on a fully diluted basis taking into account the future implementation of an option scheme) held by PF World in DNEG S.à.r.l., Luxemburg (formerly known as Prime Focus Luxembourg S.a.r.l.), a material subsidiary of the Company (“**DNEG**”) and identified assets to NaMa against full settlement of outstanding loans from NaMa to PF World.

Separately, the Company has also been informed that A2R Holdings, Luxemburg (which is part of promoter and promoter group of the Company) (“**A2R Holdings**”) has entered into a share sale and purchase agreement on September 20, 2023 with NaMa, pursuant to which A2R Holdings proposes to transfer 6.75% shares (on a fully diluted basis taking into account the future implementation of an option scheme) held by it in DNEG to NaMa and also issue certain securities of A2R Holdings to NaMa, against full settlement of outstanding loans extended by NaMa to A2R Holdings.

The Company is not a party to the aforesaid agreements. The Company would like to further inform that upon full settlement of the outstanding loans extended by NaMa to PF World and A2R Holdings, the encumbrance created over the shares of the Company held by its ‘promoter and promoter group’, with respect to such loans, shall stand released.

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 is enclosed herewith as **Annexure A**.



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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



**Annexure A**

**Transfer of shares of DNEG and certain assets by PF World to NaMa**

Sr. No	Particulars	Details
a.	the amount of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	Details of DNEG on standalone basis: 1. Loss – INR 5 crs for financial year 2022-23 2. Net worth – INR 90 crs for financial year 2022-23
b.	date on which the agreement for sale has been entered into;	September 20, 2023
c.	the expected date of completion of sale/disposal;	September 30, 2023
d.	consideration received from such sale/disposal;	The transfer of 23.25% shares (on a fully diluted basis taking into account the future implementation of an option scheme) held by PF World in DNEG and assets by PF World is towards repayment of an outstanding loan of USD 126,550,000 (and interest thereon) to NaMa by PF World, and to fully settle such loan.
e.	brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	NaMa is a company incorporated in Guernsey.  NaMa does not belong to the promoter/promoter group/group companies.
f.	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No
g.	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.
h.	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
i.	Others	After such settlement of loan and acquisition of shareholding in DNEG by NaMa, DNEG will continue to be a subsidiary (indirect) of the Company.



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***Transfer of shares of DNEG by A2R Holdings to NaMa***

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
a.	the amount of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	Details of DNEG on standalone basis: 1. Loss – INR 5 crs for financial year 2022-23 2. Net worth – INR 90 crs for financial year 2022-23
b.	date on which the agreement for sale has been entered into;	September 20, 2023
c.	the expected date of completion of sale/disposal;	September 20, 2023
d.	consideration received from such sale/disposal;	The transfer of 6.75% shares (on a fully diluted basis taking into account the future implementation of an option scheme) held by A2R Holdings in DNEG is towards repayment of an outstanding loan of USD 120,780,000 (and interest thereon) to NaMa, along with issue of certain securities by A2R Holdings to NaMa, to fully settle such loan.
e.	brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	NaMa is a company incorporated in Guernsey. NaMa does not belong to the promoter/promoter group/group companies.
f.	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No
g.	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.
h.	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
i.	Others	After such settlement of loan and acquisition of shareholding in DNEG by Nama, DNEG will continue to be a subsidiary (indirect) of the Company.