

To,

Date: May 30, 2025

<b>Department of Corporate Services</b> <b>BSE Limited</b> (Scrip code: 532748) Floor 24, Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	<b>The Listing Department</b> <b>National Stock Exchange of India Limited</b> (Symbol: PFOCUS) Exchange Plaza, 5th Floor Plot no. C/1, G Block Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
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Dear Sir / Ma'am,

**Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended**

Pursuant to Regulation 29(2) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (hereinafter referred to as '**Takeover Regulations**'), we wish to inform you that the encumbrance created over 17,185,110 Equity Shares of Re. 1/- each of Prime Focus Limited in the favour of Bresino Projects Ltd on March 31, 2025, has been released.

Accordingly, please find enclosed herewith disclosure by us under Regulation 29(2) read with Regulation 29(4) of the Takeover Regulations in the format specified in terms of the SEBI Master Circular dated February 16, 2023, bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31.

Request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

**For Bresino Projects Ltd**



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**Pericles Spyrou**  
**For Bresino Projects Limited**

CC: Parina Shah, Compliance Officer  
Prime Focus Limited  
Prime Focus House, Opp Citi Bank, Linking Road  
Khar (West) Mumbai - 400052

Encl: a/a

**Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Prime Focus Limited (“TC”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the Acquirer	Bresino Projects Ltd		
Whether the Acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
<b>Details of the acquisition/ disposals by the Acquirer are as follows</b>	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of Acquirer:</b>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others)	17,185,110	5.73%	5.73%
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	<b>17,185,110</b>	<b>5.73%</b>	<b>5.73%</b>
<b>Details of acquisition/ sale</b>			
<del>a) Shares carrying voting rights acquired/sold</del>	NIL	NIL	NIL
<del>b) VRs acquired/ sold otherwise than by equity shares</del>	NIL	NIL	NIL
<del>c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold</del>	NIL	NIL	NIL
d) Shares encumbered/invoked/released by the acquirer	17,185,110	5.73%	5.73%
e) Total (a+b+c+/-d)	<b>17,185,110</b>	<b>5.73%</b>	<b>5.73%</b>
<b>After the acquisition/ sale, holding of Acquirer:</b>			
<del>a) Shares carrying voting rights</del>	NIL	NIL	NIL
<del>b) Shares encumbered with the acquirer</del>	NIL	NIL	NIL
<del>c) VRs otherwise than by equity shares</del>	NIL	NIL	NIL
<del>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying</del>	NIL	NIL	NIL

voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)	NIL	NIL	NIL
Mode of acquisition/ sale (e.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Release of encumbrance on shares. Please refer to <b>Note 1</b> below.		
Date of acquisition/ sale of shares of/ VR or date of receipt of intimation of allotment of shares,, whichever is applicable	May 28, 2025 (Date of release of Encumbrance on shares)		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	29,99,86,976 Equity Shares of Re. 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	29,99,86,976 Equity Shares of Re. 1/- each		
Total diluted share/voting capital of the TC after the said sale	29,99,86,976 Equity Shares of Re. 1/- each		

**Note 1:**

Reference is made to the disclosure dated April 2, 2025, made by Bresino Projects Limited (“**Bresino**”) under Regulation 29(1) read with Regulation 29(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), in relation to the Agreement to Sell dated March 31, 2025 (“**Agreement**”) entered into with Mr. Naresh Malhotra (“**Promoter**”) for the proposed acquisition of 17,185,110 equity shares of the Target Company (“**Encumbered Shares**”). The said disclosure was made as certain undertaking given under the Agreement by the Promoter in favour of Bresino was likely to fall within the definition of “encumbrance” as provided under Chapter V of the Takeover Regulations.

The said Agreement has now been mutually terminated on May 28, 2025, and consequently, the encumbrance on the Encumbered Shares no longer subsists. Accordingly, the enclosed disclosure is being made by Bresino under Regulation 29(2) read with Regulation 29(4) of the Takeover Regulations in relation to the release of encumbrance.

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For Bresino Projects Ltd (Acquirer)**



**Authorised Signatory**

Date: May 30, 2025

Place: Cyprus