

Standard Chartered Private Equity (Mauritius) III Limited

C/o Abax Corporate Services Limited,
6th Floor, Tower A, 1 Cybercity,
Ebene, Mauritius


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

Name of the Target Company (TC)	Prime Focus Limited ("Company")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p><u>Current shareholder that is selling shares: Standard Chartered Private Equity (Mauritius) III Limited ("SCPEM III")</u></p> <p><u>New PAC that is acquiring: Marina IV (Singapore) Pte. Ltd. ("Marina")</u></p>		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE Limited		
Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/ disposal under consideration, holding of :			
a) Shares carrying voting rights	Marina: NIL SCPEM III: 36,549,990	Marina: NIL SCPEM III: 12.23%	Marina: NIL SCPEM III: 12.23%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL

d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	36,549,990	12.23%	12.23%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	23,390,875 ¹	7.83%	7.83%
b) VRs acquired /sold otherwise than by shares	NIL	NIL	NIL
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	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+/-d)	36,549,990	12.23%	12.23%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	Marina: 23,390,875 SCPEM III: 13,159,115	Marina: 7.83% SCPEM III: 4.40%	Marina: 7.83% SCPEM III: 4.40%
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by 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) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	36,549,990 ²	12.23%	12.23%

¹ Pursuant to the sale, Marina has acquired 23,390,875 shares comprising approximately 7.83% of the total share capital of the Company from SCPEM III.

² Please note that the total shareholding of SCPEM III in the Company before the acquisition (i.e. 36,549,990 shares comprising 12.23% of the total share capital of the Company) is the same as the total shareholding of Marina along with SCPEM III (who are PACs) in the Company after the acquisition.

Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off-market transfer
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30 June 2015
Equity share capital / total voting capital of the TC before the said acquisition / sale	298,878,974 (Number of shares)
Equity share capital/ total voting capital of the TC after the said acquisition / sale	298,878,974 (Number of shares)
Total diluted share/voting capital of the TC after the said acquisition / sale	298,878,974 (Number of shares)
<p>Note:</p> <p>(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.</p> <p>(**) 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.</p> <p>Signature of the acquirer/ seller / Authorised Signatory</p>  <p>Name: Andrew Dawson, Director</p> <p>Place: Singapore</p> <p>Date: 2 July 2015</p>	