

Standard Chartered Private Equity (Mauritius) Limited

6th Floor, Tower A, 1 Cybercity, Ebene, Mauritius

22 November 2019

The Bombay Stock Exchange Ltd

Phiroze Jeejeebhoi Towers, Dalal Street,
Mumbai 400001, India

Via email to corp.relations@bseindia.com and fax to +91 22 2272 3121/ 2037/ 2041/ 2061/ 2039/
3719/ 1278/ 1557/ 3354/ 3577.

The National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex, Bandra (E),
Mumbai 400 051, India

Kind Attention: Listing Dept (Disclosure on acquisition of shares)

Via email to takeover@nse.co.in/cm1ist@nse.co.in and fax to + 91 22 2659 8237 / 38

Prime Focus Limited

Prime Focus House, Linking Road
Khar (West), Mumbai- 400052, India

Kind Attention: Mrs Parina Shah (Company secretary & Compliance Officer)

Via email to parina.sanghavi@primefocus.com and fax to +91-22-6697 6310

Dear Sirs,

DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011

Standard Chartered Private Equity (Mauritius) Limited have sold 29,241,817 (9.77%) shares of the company via on market transaction.

Enclosed is a copy of the disclosure form made by Standard Chartered Private Equity (Mauritius) Limited. Please contact Pallavi Raje at +65 6596 4999 if you require any clarifications.

Regards,



Pallavi Raje
Alternate Director

Attachment: 5 pages (including this cover letter)

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			
Name(s) of the seller acquirer and Persons Acting in Concert (PAC) with the seller acquirer	Standard Chartered Private Equity (Mauritius) Limited (SCPEM) PAC: Standard Chartered Private Equity (Mauritius) III Limited (SCPEM III) ¹			
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 and BSE Limited			
Details of the acquisition / disposal as follows				
<u>Before the acquisition/disposal under consideration, holding of:</u>				
a) Shares carrying voting rights <i>(Refer to Notes 1 and 2)</i>	Entity Name	No. of Shares	% total sh/voting sh (*)	% total diluted sh/voting sh (**)
	SCPEM (Seller)	29,241,817	9.77%	9.77%
	SCPEM III (PAC)	6,278,807	2.10%	2.10%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	NIL	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	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	NIL
e) Total (a+b+c+d)	35,520,624	11.87%	11.87%	

¹ The general partner of Marina IV (Singapore) Pte. Ltd, Marina IV LP and Marina Horizon (Singapore) Pte. :Ltd. has been transferred to a third party and, as a consequence, such entities ceased to be a PAC with SCPEM and SCPEM III at the time of such transfer. Accordingly, their shareholding has not been disclosed. Refer Annexure I regarding disassociation with the Marina funds.

<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/sold SCPEM (Seller)	29,241,817	9.77%	9.77%
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	NIL	NIL	NIL
e) Total (a+b+c+-d)	29,241,817	9.77%	9.77%
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights <i>(Refer to Notes 1 and 2)</i>	SCPEM (seller): NIL SCPEM III (PAC): NIL ²	SCPEM (seller): NIL SCPEM III (PAC): NIL	SCPEM (seller): NIL SCPEM III (PAC): NIL
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) ¹ 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).	On market – block deal		

² On or around the same date as the date on which SCPEM is transferring the shares of target company, SCPEM III is transferring 6,278,807 equity shares of the target company as well. SCPEM III is separately making a disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to the aforesaid transfer.

Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	20 November 2019
Equity share capital / total voting capital of the TC before the said acquisition / sale	299,182,312
Equity share capital/ total voting capital of the TC after the said acquisition / sale	299,182,312
Total diluted share/voting capital of the TC after the said acquisition	299,182,312

(*) 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.

(**) 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. Diluted share / voting capital does not include shares ESOPs granted and outstanding.

Signature of the seller



Place: Singapore

Date: 20 November 2019

Annexure I – Note for disassociation with the Marina Funds

Pursuant to a transaction agreement between (i) Finventures UK Limited (**Finventures**); (ii) Standard Chartered Bank (**SCB**, and together with Finventures, the **Sellers**); (iii) Affirma Capital (Singapore) Pte. Ltd. (formerly known as Celebes (Singapore) Pte. Ltd.) (**Affirma Capital**); (iv) ICG Augusta Partners LP; and (iv) Augusta Fund 1, LP (the **Augusta Fund**) (the **Agreement**), the Sellers have agreed amongst other things and subject to the satisfaction of certain conditions (a) to a management buy-out by Affirma Capital of the Standard Chartered group's principal finance private equity business (the **Management Buy-Out**); and (b) a sale of the Standard Chartered group's interests in a portfolio of private equity investments to the Augusta Fund. Completion of the Management Buy-Out took place on 31 July 2019.

As part of the Management Buy-Out, the Sellers sold the general partner entities to the Marina Funds (Marina West, Marina Finance, Marina III, Marina IV and Marina V) to Affirma Capital. Prior to completion of the Management Buy-Out, the Sellers held general partner (**GP**) and in some cases limited partner (**LP**) interests in the Marina Funds. The LP interests in the Marina Funds are held by the GPs of the Marina Funds. As a result of the sale of the GP entities to the Marina funds, the Sellers no longer hold any LP or GP interests in the Marina funds.

Marina IV (Singapore) Pte. Ltd. and Marina Horizon (Singapore) Pte. Ltd. are subsidiaries of Marina IV LP and through the sale of the GP entity to Marina IV, the Sellers no longer hold an interest in any of these three entities.