

Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Prime Focus Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	1. Standard Chartered Private Equity (Mauritius) Limited (Acquirer) 2. Standard Chartered Private Equity (Mauritius) III Limited (PAC 1) 3. Marina IV (Singapore) Pte. Ltd. (PAC 2)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition 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 under consideration, holding of acquirer along with PACs of: a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others) c) Voting rights (VR) otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the	<u>Acquirer:</u> NIL <u>PAC 1:</u> a) 13,159,115 Equity Shares held by PAC 1 b) NIL c) NIL d) NIL e) 13,159,115 Equity Shares <u>PAC 2:</u> a) 23,390,875 Equity Shares held by PAC 2 b) NIL c) NIL d) NIL e) 23,390,875 Equity Shares	<u>Acquirer:</u> NIL <u>PAC 1:</u> a) 4.40% held by PAC 1 b) NIL c) NIL d) NIL e) 4.40% <u>PAC 2:</u> a) 7.83% held by PAC 2 b) NIL c) NIL d) NIL e) 7.83%	<u>Acquirer:</u> NIL <u>PAC 1:</u> a) 4.40% held by PAC 1 b) NIL c) NIL d) NIL e) 4.40% <u>PAC 2:</u> a) 7.83% held by PAC 2 b) NIL c) NIL d) NIL e) 7.83%

TC (specify holding in each category) e) Total (a+b+c+d)			
Details of acquisition: a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+/-d)	PAC 1 and 2: NIL Acquirer: a) 2,91,40,700 Equity Shares acquired by the Acquirer b) NIL c) NIL d) NIL e) 2,91,40,700 Equity Shares acquired by the Acquirer	PAC 1 and 2: NIL Acquirer: a) 9.75 % held by the Acquirer b) NIL c) NIL d) NIL e) 9.75%	PAC 1 and 2: NIL Acquirer: a) 9.75% held by the Acquirer b) NIL c) NIL d) NIL e) 9.75%
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights b) VRs otherwise than by equity shares 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) after acquisition d) Shares in the nature of encumbrance	a) 6,56,90,690 Equity Shares held by the Acquirer Plus PAC 1 and PAC 2 b) NIL c) NIL d) NIL e) 6,56,90,690 Equity Shares held by the Acquirer Plus PAC 1 and PAC 2	a) 21.98 %held by the Acquirer Plus PAC 1 and PAC 2 b) NIL c) NIL d) NIL e) 21.98 %held by the Acquirer Plus PAC 1 and PAC 2	a) 21.98 %held by the Acquirer Plus PAC 1 and PAC 2 b) NIL c) NIL d) NIL e) 21.98 %held by the Acquirer Plus PAC 1 and PAC 2

(pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+d)			
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market Acquisition		
Sailent features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity Shares		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	September 24, 2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	29,88,78,974 Equity Shares		
Equity share capital / total voting capital of the TC after the said acquisition / sale	29,88,78,974 Equity Shares		
Total diluted share/voting capital of the TC after the said acquisition	29,88,78,974 Equity Shares		

Signature of the acquirer / Authorised Signatory



Name: Andrew Dawson, Director

Place: Singapore

Date: 28 September 2015

Note:

(*) 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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 acquirer and Persons Acting in Concert (PAC) with the acquirer	1. Standard Chartered Private Equity (Mauritius) Limited (<i>Acquirer</i>) 2. Standard Chartered Private Equity (Mauritius) III Limited (<i>PAC 1</i>) 3. Marina IV (Singapore) Pte. Ltd. (<i>PAC 2</i>)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India 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 under consideration, holding of :	<u>Acquirer:</u> NIL	<u>Acquirer:</u> NIL	<u>Acquirer:</u> NIL
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	<u>PAC 1:</u> a) 13,159,115 Equity Shares held by PAC 1	<u>PAC 1:</u> a) 4.40% held by PAC 1	<u>PAC 1:</u> a) 4.40% held by PAC 1
c) Voting rights (VR) otherwise than by shares	b) NIL	b) NIL	b) 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)	c) NIL	c) NIL	c) NIL
e) Total (a+b+c+d)	d) NIL	d) NIL	d) NIL
	e) 13,159,115 Equity Shares	e) 4.40%	e) 4.40%
	<u>PAC 2:</u> a) 23,390,875 Equity Shares held by PAC 2	<u>PAC 2:</u> a) 7.83% held by PAC 2	<u>PAC 2:</u> a) 7.83% held by PAC 2
	b) NIL	b) NIL	b) NIL
	c) NIL	c) NIL	c) NIL
	d) NIL	d) NIL	d) NIL
	e) 23,390,875 Equity	e) 7.83%	e) 7.83%

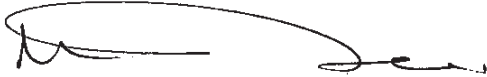
	Shares		
Details of acquisition/sale a) Shares carrying voting rights acquired/sold b) VRs acquired /sold otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered / invoked/released by the acquirer e) Total (a+b+c+/-d)	PAC 1 and 2: NIL Acquirer: a) 2,91,40,700 Equity Shares acquired by the Acquirer b) NIL c) NIL d) NIL e) 2,91,40,700 Equity Shares acquired by the Acquirer	PAC 1 and 2: NIL Acquirer: a) 9.75 % held by the Acquirer b) NIL c) NIL d) NIL e) 9.75%	PAC 1 and 2: NIL Acquirer: a) 9.75% held by the Acquirer b) NIL c) NIL d) NIL e) 9.75%
After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares 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 e) Total (a+b+c+d)	a) 6,56,90,690 Equity Shares held by the Acquirer Plus PAC 1 and PAC 2 b) NIL c) NIL d) NIL e) 6,56,90,690 Equity Shares held by the Acquirer Plus PAC 1 and PAC 2	a) 21.98 % held by the Acquirer Plus PAC 1 and PAC 2 b) NIL c) NIL d) NIL e) 21.98 %held by the Acquirer Plus PAC 1 and PAC 2	a) 21.98 % held by the Acquirer Plus PAC 1 and PAC 2 b) NIL c) NIL d) NIL e) 21.98 %held by the Acquirer Plus PAC 1 and PAC 2
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market Acquisition		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	September 24, 2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	29,88,78,974 Equity Shares		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	29,88,78,974 Equity Shares		
Total diluted share/voting capital of the TC	29,88,78,974 Equity Shares		

after the said acquisition	
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(*) 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.

Signature of the acquirer /~~seller~~/ Authorised Signatory



Name: Andrew Dawson, Director

Place: Singapore

Date: 28 September 2015
