


Standard Chartered Private Equity Mauritius III 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:</u> Standard Chartered Private Equity (Mauritius) III Limited ("SCPEM III")</p> <p><u>New PAC that is acquiring:</u> Marina Horizon (Singapore) Pte. Ltd. ("PAC 1")</p> <p><u>Existing PAC that is acquiring:</u> Marina IV (Singapore) Pte. Ltd. ("PAC 2")</p> <p><u>Current PAC that is holding shares:</u> Standard Chartered Private Equity (Mauritius) Ltd ("PAC 3")</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	SCPEM III: 13,159,115 PAC 1: NIL PAC 2: 23,390,875	SCPEM III: 4.40% PAC 1: NIL PAC 2: 7.83%	SCPEM III: 4.40% PAC 1: NIL PAC 2: 7.83%

	PAC 3: 29,241,817	PAC 3: 9.78%	PAC 3: 9.78%
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)	65,791,807	22.01%	22.01%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	PAC 1: 2,700,347 PAC 2: 4,179,961	PAC 1: 0.90% PAC 2: 1.40%	PAC 1: 0.90% PAC 2: 1.40%
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)	6,880,308	2.30%	2.30%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	SCPEM III: 6,278,807 PAC 1: 2,700,347 PAC 2: 27,570,836 PAC 3: 29,241,817	SCPEM III: 2.10% PAC 1: 0.90% PAC 2: 9.23% PAC 3: 9.78%	SCPEM III: 2.10% PAC 1: 0.90% PAC 2: 9.23% PAC 3: 9.78%
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	NIL	NIL	NIL

shares carrying voting rights in the TC (specify holding in each category) after acquisition e) Total (a+b+c+d)	65,791,807¹	22.01%	22.01%
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	31 December 2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	298,878,974 (Number of shares as per disclosure filed under Clause 35 of listing agreement)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	298,878,974 (Number of shares as per disclosure filed under Clause 35 of listing agreement)		
Total diluted share/voting capital of the TC after the said acquisition / sale	298,878,974 (Number of shares as per disclosure filed under Clause 35 of listing agreement)		
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.			
Signature of the acquirer/ seller / Authorised Signatory			
			

¹ Please note that the total shareholding of SCPEM III, PAC 1, PAC 2 and PAC 3 in the Company before the acquisition (i.e. 65,791,807 shares comprising 22.01% of the total share capital of the Company) remains unchanged after the acquisition. The transaction involves transfer of existing shares from SCPEM III to PAC 1 and PAC 2.

Name: Andrew Dawson, Director

Place: Singapore

Date: 4 January 2016