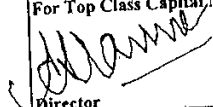


Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Prime Focus Limited		
Name's of the acquirer and Person acting in Concert (PAC) with the acquirer	Top Class Capital Markets Private Limited		
Whether the acquirer belongs to Promoter/ Promoter group	No		
Name's of the Stock Exchange(s) whether the shares of TC are Listed	1. The Bombay Stock Exchange Limited 2. The National Stock Exchange Limited		
Details for the acquisition/ disposal / holding of shares/ voting rights/ holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total dilute share/voting capital of the TC(*)
Before the acquisition/ disposal under consideration, holding of			
a) Shares carrying voting rights	9,339,080	6.73%	6.73%
b) Voting rights (VR) 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)			
Total : (a + b + c)	9,339,080	6.73%	6.73%
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	159,037	0.12%	0.12%
b) VR's 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)			
Total : (a + b + c)	159,037	0.12%	0.12%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	9,180,043	6.61%	6.61%
b) Voting rights (VR) 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)			
Total : (a + b + c)	9,180,043	6.61%	6.61%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Market Sale		
Date of acquisition / sale of shares / VR or date of receipt of initiation of allotment of shares. Whichever is applicable	31-Jan-12		
Equity share capital / total voting capital of the TC before the said acquisition/sale	138,867,446 Equity Share of Re. 1/- each		
Equity share capital / total voting capital of the TC after the said acquisition/sale	138,867,446 Equity Share of Re. 1/- each		
Total diluted share/voting capital of the TC after the said acquisition / sale	138,867,446 Equity Share of Re. 1/- each		
For Top Class Capital Markets Private Limited			
 Director		Place: Mumbai Date: 02nd February, 2012	