

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

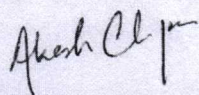
Name of the Target Company (TC)	PRIME FOCUS LIMITED		
Name(s) of the Seller and Persons Acting in Concert (PAC) with the Acquirer	Seller : Rajasthan Global Securities Limited PAC : Lalit Dua (HUF)		
Whether the acquirer belongs to Promoter /Promoter Group	NO		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	OPEN OFFER TENDER		
Details of the 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 diluted share/voting capital of the TC (*)
<u>Before the disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	15332706	8.26%	8.26%
b) Voting rights (VR) otherwise than by equity shares	--	--	--
c) Warrants/convertible securities / any other instrument that entitles the seller to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
TOTAL (a + b + c)	15332706	8.26%	8.26%
<u>Details of sale</u>			
a) Shares carrying voting rights sold	15332706	8.26%	8.26%
b) VRs sold otherwise than by equity shares	--	--	--
c) Warrants/convertible securities / any other instrument that entitles the seller to receive shares carrying voting rights in the TC (specify holding in each category) sold	--	--	--
TOTAL (a + b + c)	15332706	8.26%	8.26%

After the sale, holding of:			
a) Shares carrying voting rights	0	0%	0%
b) VRs otherwise than by equity shares	--	--	--
c) Warrants/convertible securities/ any other instrument that entitles the seller to receive shares carrying voting rights in the TC (Specify holding in each category) after sale	--	--	--
TOTAL (a + b + c)	0	0%	0%
Mode of sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off-market - Proceeds received from the open offer of Prime Securities Limited at a price of Rs. 52 per share for the accepted shares		
Date of sale of shares	16/01/2015		
Equity share capital/ total voting capital of the TC before the said sale	185,417,436 Shares		
Equity share capital/total voting capital of the TC after the said sale	185,417,436 Shares		
Total diluted share / voting capital of the TC after the said sale	185,417,436 Shares		

Note :

(*) 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.

For RAJASTHAN GLOBAL SECURITIES LTD.



DIRECTOR

Place: New Delhi

Date : 16/01/2015