

Naresh Malhotra

201, Priyanka Apts,N. S Road, J.V.P.D Scheme,Juhu,Mumbai – 400 049

April 19, 2013

To,
Listing Department,
National Stock Exchange of India Ltd. (NSE),
Exchange Plaza Bandras Kurla Complex
Mumbai-400051,
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E-mail: cc_nse@nse.co.in,cmlist@nse.co.in

Sub: - Creation of Pledge

**Disclosure under Regulation 31(1) of Securities and Exchange Board of India
(Substantial Acquisition of shares and Takeovers) Regulations, 2011**

Please find enclosed herewith the disclosure under Regulation 31(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to:

1. Pledge of 36,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on April 13, 2013 in favour of STCI Finance Limited;
2. Pledge of 70,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on April 13, 2013 in favour of L&T Finance Limited;
3. Pledge of 74,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on April 16, 2013 in favour of STCI Finance Limited; and
4. Pledge of 53,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on April 16, 2013 in favour of L&T Finance Limited.

Please accept the same and acknowledge the receipt.

Yours faithfully,



Naresh Malhotra


Encl: as above

Disclosure by the Promoter to the Stock Exchanges and to the Target Company for encumbrance of shares / Invocation of encumbrance/ release of encumbrance, in terms of Regulation 31 (1) and 31 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target company(TC)		Prime Focus Limited						
Name of the Promoter(s) on whose shares encumbrance was created/invoked/released (tick the relevant one)		Naresh Malhotra						
Date of reporting		April 19, 2013						
Names of the stock exchanges where the shares of the target company are listed		Bombay Stock Exchange Limited National Stock Exchange of India Limited						
Details of the promoters' holding: (The term "event" indicates creation/ invocation/ release of encumbrance, as the case may be)								
Promoter(s) or PACs with him	Pre-event holding		Details of events pertaining to Encumbrance		Post event holding (encumbered shares to be excluded)	(*)Details of encumbrance (pledge/lien or other- give details)		
Naresh Malhotra	5,83,87,712	31.49%	Pledge	April 13, 2013	24,79,712	1.34%	Pre - Transaction Pledge	5,58,72,000 equity shares of Re. 1/- each
			Pledge	April 13, 2013	24,09,712	1.30%	#1 Pledge of Shares on April 13, 2013	36,000 equity shares of Re. 1/- each
			Pledge	April 16, 2013	23,35,712	1.26%	#2 Pledge of Shares on April 13, 2013	70,000 equity shares of Re. 1/- each
			Pledge	April 16, 2013	22,82,712	1.23%	#3 Pledge of Shares on April 16, 2013	74000 equity shares of Re. 1/- each
						Total Shares pledged	5,61,05,000 equity shares of Re. 1/- each	
							#1 Shares pledged in favour of STCI finance Ltd	
							#2 Shares pledged in favour of L&T Finance. Ltd.	
							#3 Shares pledged in favour of STCI finance Ltd.	
							#4 Shares pledged in favour of L&T Finance. Ltd.	

(*) Details shall include the details regarding the person(s) on whose favour the encumbrance has been created and other important features of such encumbrance.

Note:- Total Paid up share capital of Prime Focus Limited (TC) is 185417436 equity shares of Rs. 1/- each.


Signature of the Authorized Signatory

Place: Mumbai
Date: April 19, 2013