

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

July 11, 2013

To,
Listing Department,
National Stock Exchange of India Ltd. (NSE),
Exchange Plaza Bandras Kurla Complex
Mumbai-400051,
Fax: 26598237/26598238
E-mail: cc_nse@nse.co.in, cmlist@nse.co.in

Dear Sir,

Sub: - Creation and Release of Pledge

Disclosure under Regulation 31(1) and 31(2) 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) and 31(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to:

1. Pledge of 1,20,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on July 4, 2013 in favour of Fortune Credit Capital Ltd.
2. Pledge of 3,37,500 Equity Shares of Rs. 1/- each of Prime Focus Limited on July 8, 2013 in favour of STCI Finance Ltd.
3. Release of 49,78,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on July 8, 2013 by L&T Finance Ltd.
4. Release of 66,78,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on July 10, 2013 by Religare Finvest Ltd.

Please accept the same and acknowledge the receipt.

Thanking You,

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			July 11, 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)	
							Pre - Transaction Pledge	5,50,51,100 equity shares of Re. 1/- each
							#1 Pledge of Shares on July 4, 2013	1,20,000 equity shares of Re. 1/- each
							#2 Pledge of Shares on July 8, 2013	3,37,500 equity shares of Re. 1/- each
							#3 Release of Shares on July 8, 2013	49,78,000 equity shares of Re. 1/- each
							#4 Release of Shares on June 10, 2013	66,78,000 equity shares of Re. 1/- each
							Total Shares pledged	4,38,52,600 equity shares of Re. 1/- each
Naresh Malhotra	5,12,94,992	33.06%	Pledge	July 4, 2013	61,23,892	3.30%	#1 Shares pledged in favour of Fortune Credit Capital Ltd	
			Pledge	July 8, 2013	57,86,392	3.12%	#2 Shares pledged in favour of STCI Finance Ltd	
			Release	July 8, 2013	1,07,64,392	5.81%	#3 Shares released by L&T Finance Limited	
			Release	July 10, 2013	1,74,42,392	9.41%	#4 Shares released by Religare Finvest Limited	

(*) 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: July 11, 2013