Naresh Malhotra

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

May 3, 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

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 350,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on May 14, 2013 in favour of Religare Finvest Ltd.; and

2. Pledge of 1,90,000 Equity Shares of Rs. 1/- each of Prime Focus Limited on May 14, 2013 in favour of STCI Finance Ltd.

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) and31 (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	May 15, 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	5,78,36,000 equity shares of Re. 1/- each
							#1 Pledge of Shares on May 14, 2013	3,50,000 equity shares of Re. 1/- each
							#2 Pledge of Shares on May 14, 2013	1,90,000 equity shares of Re. 1/- each
							Total Shares pledged	5,83,76,000 equity shares of Re. 1/- each
Naresh Malhotra	6,09,87,712	32.89%	Pledge	May 14, 2013	28,01,712	1.51%	#1 Shares pledged in favour of Religare Finvest Ltd	
			Pledge	May 14, 2013	26,11,712	1.41%	#2 Shares pledged in favour of STCI 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: May 15, 2013

SENDING REPORT

May. 15 2013 05:27PM

YOUR LOGO : PRIME FOCUSLIMITED
YOUR FAX NO. : 91 22 42095001

NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT
01	26598238	May. 15 05:26PM	01'15	SND	02	OK

TO TURN OFF REPORT, PRESS 'MENU' #04.
THEN SELECT OFF BY USING '+' OR '-'.

SENDING REPORT

May. 15 2013 05:25PM

YOUR LOGO : PRIME FOCUSLIMITED
YOUR FAX NO. : 91 22 42095001

NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT
01	26598237	May. 15 05:24PM	01'09	SND	02	OK

TO TURN OFF REPORT, PRESS 'MENU' #04.
THEN SELECT OFF BY USING '+' OR '-'.