Naresh Malhotra

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

July 25, 2012

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 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 creation of pledge of 55,55,000 equity shares of Rs. 1/- each on July 24, 2012 of Prime Focus Limited in favour of Unilazer Ventures Limited.

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 24, 2012**
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	3,11,68,000 equity shares of Re. 1/- each
							Pledge created on July ~~24~~ 2012#	55,55,000 equity shares of Re. 1/- each
							Total Shares pledged:	3,67,23,000 equity shares of Re. 1/- each
Naresh Malhotra	5,33,87,712	35.86	Creation	July 24, 2012	1,66,64,712	11.19	# The Pledge is created in favour of Unilazer Ventures 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 148867446 equity shares of Rs. 1/- each.

Signature of the Authorized Signatory

Place: Mumbai
Date: July 25, 2012

FROM :PRIME FOCUSLIMITED FAX NO. :91 22 42095001 Jul. 26 2012 01:30PM P2