# Naresh Malhotra

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

September 21, 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

**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**

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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 creation of pledge of 16,00,000 equity shares of Rs. 1/- each of Prime Focus Limited on September 14, 2012 in favour of Kotak Mahindra Limited, 10,50,000 equity shares of Rs. 1/- each of Prime Focus Limited on September 14, 2012 in favour of VSS Metals Private Limited and 11,00,000 equity shares of Rs. 1/- each of Prime Focus Limited on September 14, 2012 in favour of Prabhudas Lilladher Financial Services Private Limited and release of 3,00,000 equity shares of Rs. 1/- each of Prime Focus Limited on September 20, 2012 which were pledged earlier with STCI Finance Limited.

Please accept the same and acknowledge the receipt.

Thanking You,

Yours faithfully,

**Naresh Malhotra**

Encl.: As above

FROM :PRIME FOCUSLIMITED FAX NO. :91 22 42095001 Sep. 21 2012 07:28PM P2

**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 | **September 21, 2012** |
| Names of the stock exchanges where the shares of the target company are listed | Bombay Stock Exchange Limited<br>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 | 4,01,53,000 equity shares of Re. 1/- each |
| | | | | | | | #1 Pledge created on September 14, 2012 | 16,00,000 equity shares of Re. 1/- each |
| | | | | | | | #2 Pledge created on September 14 , 2012 | 10,50,000 equity shares of Re. 1/- each |
| | | | | | | | #3 Pledge created on September 14 , 2012 | 11,00,000 equity shares of Re. 1/- each |
| | | | | | | | #4 Release of pledged shares on September 20, 2012 | 3,00,000 equity shares of Re. 1/- each |
| | | | | | | | Total Shares pledged: | 4,36,03,000 equity shares of Re. 1/- each |
| Naresh Malhotra | 5,33,87,712 | 35.86 | Creation | September 14, 2012 | 1,16,34,712 | 7.82% | #1 The Pledge is created in favour of Kotak Mahindra Bank Limited | |
| | | | Creation | September 14, 2012 | 1,05,84,712 | 7.11% | #2 The Pledge is created in favour of VSS Metals Private Limited | |
| | | | Creation | September 14, 2012 | 94,84,712 | 6.37% | #3 The Pledge is created in favour of Prabhudas Lilladher Financial Services Pvt. Ltd. | |
| | | | Release | September 20, 2012 | 97,84,712 | 6.57% | #3 The Release of pledged shares held by STCI Finance 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: September 21, 2012