Naresh Malhotra

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

March 5, 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: - Pledge of Shares

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 Pledge of 38,00,000 equity shares of Rs. 1/- each of Prime Focus Limited on February 26, 2013 in favour of STCI Finance Limited and Pledge of 94,000 equity shares of Rs. 1/- each of Prime Focus Limited in favour of Prabhudas Lilladher Financial Services Pvt. Ltd.

Yours faithfully,



Naresh Malhotra

Encl: as above

FROM :PRIME FOCUSLIMITED FAX NO. :91 22 42095001 Mar. 05 2013 06:15PM 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) and~~31 (2)~~ of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

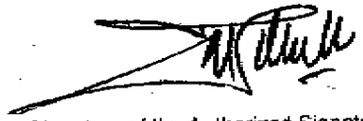
Name of the Target company(TC)	**Prime Focus Limited**
Name of the Promoter(s) on whose shares encumbrance was created/ ~~invoked/~~ released (tick the relevant one)	Naresh Malhotra
Date of reporting	March 5, 2013
Names of the stock exchanges where the shares of the target company are listed	Bombay Stock 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	5,01,72,500 equity shares of Re. 1/- each
							#1Pledge of Shares on Februray 26, 2013	38,00,000 equity shares of Re. 1/- each
							#2Pledge of Shares on Februray 26, 2013	94,000 equity shares of Re. 1/- each
							Total Shares pledged	5,40,66,500 equity shares of Re. 1/- each
Naresh Malhotra	5,83,87,712	31.49%	Pledge	Februray 26, 2013	44,15,212	2.38%	#1Shares Pledged in favour STCI Finance Limited	
				Februray 26, 2013	43,21,212	2.33%	#2Shares Pledged in favour of Prabhudas Lilladher Financial Services Pvt. 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: March 5, 2013