Namit Malhotra

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

April 13, 2012

To,
Listing Department
National Stock Exchange Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Dear Sir,

Sub: Reporting under regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find enclosed herewith the reporting of the transaction covered under regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to allotment of 100,00,000 equity shares pursuant to conversion of warrants of Prime Focus Limited.

Request you to please take note of the same and acknowledge receipt.

Yours truly,



Namit Malhotra

Encl: - As Above

DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Prime Focus Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Namit Malhotra		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. The Bombay Stock Exchange Limited 2. The National Stock Exchange Limited		
5. Details of the acquisition/disposal of shares/voting rights/holding of the Acquirer and PAC	**Number**	**% w.r.t. total share/voting capital wherever applicable**	**% w.r.t. total diluted share/voting capital of the TC (*)**
Before the acquisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	1,24,00,000	8.93	8.33
b) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/~~convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)~~	10,00,000	7.20**	6.72**
Total (a+b+c)	**1,24,00,000 Shares and 10,00,000 warrants**	**16.13**	**15.05**
Details of acquisition/~~sale~~			
a) Shares carrying voting rights acquired/sold	10000000	7.20**	6.72**
b) VRs acquired/sold otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	NIL	NIL
Total (a+b+c)	**10000000**	**7.20**	**6.72**

After the acquisition/~~sale~~, holding of: a) Shares carrying voting rights b) VRs otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	22400000 NIL NIL	15.05 NIL NIL	15.05 NIL NIL.
Total (a+b+c)	**22400000**	**15.05**	**15.05**
6. Mode of acquisition/~~sale~~ (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Conversion of warrants into equity shares- Preferential allotment		
7. Date of acquisition of/sale of shares/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive -shares in the TC.	April 13, 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	138,867,446 Equity Shares of Re. 1/- Each		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	148,867,446 Equity Shares of Re. 1/- Each		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	148,867,446 Equity Shares of Re. 1/- Each		

Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Please note that on account of stock split w.e.f 1st Nov, 2010 of one equity share of face value of Rs. 10 each into 10 equity shares of face value Re.1 each, company has issued 1,00,00,000 equity shares to Mr. Namit Malhotra. Consequent to the aforesaid allotment, the paid up capital of the Company has increased from 138,867,446 Equity Shares of Re. 1/- each to 148,867,446 Equity Shares of Re. 1/- each.



Namit Malhotra
Place: Mumbai
Date: April 13, 2012