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	**January 22, 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	
Naresh Malhotra	5,33,87,712	28.79%	Release	January 15, 2013	75,11,212	4.05%	Pre - Transaction Pledge	4,81,76,500 equity shares of Re. 1/- each
							#1 Release of Shares on January 15, 2013	23,00,000 equity shares of Re. 1/- each
							Total Shares pledged	4,58,76,500 equity shares of Re. 1/- each
							#1Release of Shares held by Yes Bank 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 185417436 equity shares of Rs. 1/- each.



Signature of the Authorized Signatory

Place: Mumbai
Date: January 22, 2013

FROM :PRIME FOCUSLIMITED FAX NO. :91 22 42095001 Jan. 22 2013 06:19PM P1

Naresh Malhotra

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

January 22, 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: - Release of Shares

Disclosure under Regulation 31(2) of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011

Please find enclosed herewith the disclosure under Regulation 31(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to release of 23,00,000 equity shares of Rs. 1/- each of Prime Focus Limited on January 15, 2013 which were pledged in favour of Yes Bank Limited.

Yours faithfully,

Naresh Malhotra

Encl: as above