

April 3, 2017

**The Corporate Relationship Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Fax: 22722037 / 39 / 41 / 61

**The Corporate Relationship Department
The National Stock Exchange of India Ltd**

Bandra-Kurla Complex, Mumbai.
Fax: 26598237 / 38, 26598347 / 48

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

Sub: Form C - Disclosure under Regulation 7(2)(b) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Dear Sir(s),

We are enclosing herewith Form C containing disclosure under Regulation 7(2)(b) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 with respect to the following inter se transfer of shares between the Promoters and Persons Acting in Concert (PAC) with the Promoters of The Phoenix Mills Limited on March 30, 2017 and March 31, 2017 in the prescribed form.

Sl. No.	Name of the Promoter/PAC	No. of shares held	Details of shares transferred				No. of shares held post inter se transfer between Promoters and PACs
			No. of shares transferred to PAC	Name of the PAC shares transferred to	No. of shares acquired from PAC	Name of the PAC shares acquired from	
1.	Atul Ruia	2403501	1257955	Gayatri Ruia	1414400	Gayatri Ruia	-
			156445	Sharanya A. Ruia Beneficiary Trust	-	-	-
	Total	2403501	1414400		1414400		2403501
2.	Gayatri Ruia	1534890	1414400	Atul Ruia	1257955	Atul Ruia	-
			120490	Sharanya A. Ruia Beneficiary Trust	276935	Sharanya A. Ruia Beneficiary Trust	-
	Total	1534890	1534890		1534890		1534890

3.	Sharanya A Ruia Beneficiary Trust	278935	276935	Gayatri Ruia	156445	Atul Ruia	-
					120490	Gayatri Ruia	-
	Total	278935	276935		276935		278935

Kindly note that subsequent to the aforesaid inter se transfer of shares between the Promoters and Persons Acting in Concert with the Promoters (PAC), there is no change in the individual holding of any of the aforesaid Promoters/PAC and cumulative holding of the Promoter Group in the Company.

Kindly take the above information on record.

Regards,

For **The Phoenix Mills Limited**


Company Secretary



Encl.: as above

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: The Phoenix Mills Limited ISIN of the company: INE211B01039
Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter s/KMP / Directors/ immediate relatives/ others etc)	Securities held prior to acquisition/disposal		Securities acquired /Disposal			Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to Company	Mode of acquisition/disposal (on market /public rights/preferential offer / off market/ Inter-se transfer, ESOP's etc)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed				
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From			To	Type of Contract	Contract Specifications	Notional Value		Number of units (contract size * lot size)	Buy	Sell	Notional Value
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	
Name: Atul Ruia DIN: 00087396 PAN: ABHPR8582Q Address: C/o Market City Resources Pvt. Ltd., R.R. Hosiery Building, Shree Laxmi Woollen Mills Estate, Off Dr. E. Moses Road, Mahalaxmi, Mumbai- 400011. Contact No.:022- 30016600	Promoter	Equity Shares	2403501 1.57%	Equity Shares	14144 00 (disposed off)	Rs. 53,93,4 4,692	Inter se transfer between Promoters and PAC	Equity Shares	240350 1 1.57%	30.03.2017 (acquisition and disposal of Shares)	30.03.2017 (acquisition and disposal of Shares)	31.03.2017	Inter-se Transfer between Promoters and PAC	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	NSE
Name: Gayatri Ruia DIN: - PAN: ADQPR3700F Address: The Phoenix Mills Ltd. Senapati Bapat Marg, Lower Parel, Mumbai - 400013 Contact No.:022- 30016600	PAC (Immediate Relative of Promoters)	Equity Shares	1534890 1.003%	Equity Shares	15,34,890 (disposed)	Rs. 58,55,6 0,493	Inter se transfer between Promoters and PAC	Equity Shares	1534890 1.003%	30.03.2017 (acquisition and disposal of Shares)	31.03.2017 (acquisition and disposal of Shares)	31.03.2017	Inter-se Transfer between Promoters and PAC	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	BSE



Name: Sharanva A Ruia Beneficiary Trust DIN: N.A. PAN: AADT 50295G Address Phoenix Mills Premises, 462 Senapati Bapat Marg, Lower Parel (West) Mumbai- 400013. Contact No: 022- 30016600	PAC with Promoters	Equity Shares	278935 0.182%	Equity Shares	27693 5 (dispo sed)	Rs. 10,48,6 1,439	Inter se transfer between Promote rs and PAC	Equity Shares	278935 0.182%	30.03.2 017 (acqui sition and disposal of Shares)	31.03. 2017	Inter-se Transfer between Promoters and PAC	N.A.	N.A.	N.A.	N.A.	N.A.	NSE	BSE,NSE

Note: In case of options, notional value shall be calculated based on Premium plus strike price of options.

For The Phoenix Mills Limited



(Signature)

Signature: _____
 Name: Pujja Tandon
 Designation: Company Secretary
 Date: 03.04.2017, Place: Mumbai