



**THE PHOENIX
MILLS LIMITED**

Corp. Office : Shree Laxmi Woolen Mills Estate, 2nd Floor,
R.R. Hosiery, Off Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel : (022) 3001 6600 Fax : (022) 3001 6601
CIN No. : L17100MH1905PLC000200

August 30, 2019

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai- 400 001

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla Complex, Bandra East,
Mumbai- 400051

Security code: 503100

Symbol: PHOENIXLTD

Dear Sir(s),

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation between The Phoenix Mills Limited and Phoenix Hospitality Company Private Limited

We refer to our letter dated August 7, 2019 informing you about the decision of the Board of Directors of the Company approving the scheme of amalgamation of Phoenix Hospitality Company Private Limited, a subsidiary of the Company ('PHCPL') with the Company ("Scheme") under the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Pursuant to the provisions of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") the listed entity desirous of undertaking a scheme of amalgamation, shall file the draft scheme of amalgamation, proposed to be filed before any Court or Tribunal under Sections 230 to 232 of Companies Act, 2013, along with a non-refundable fee as specified in the checklists, with the stock exchange(s) for obtaining Observation Letter or No-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirements specified by the Board or stock exchange(s) from time to time.

Please note that BSE Limited is the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI.

In accordance with the said provisions of Regulation 37 of the Listing Regulations, we hereby provide the required documents / information as more particularly mentioned / referred in the 'Index of Documents Submitted' enclosed herewith.

Should you require any further information/clarification on the Scheme, we shall be glad to provide the same.



We would be obliged if you could grant your Observation Letter / No-Objection Letter to the scheme at the earliest.

Thanking you,
Yours truly,


For The Phoenix Mills Limited


Gajendra Mewara
Company Secretary




Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation proposed to be filed under Sections 230-232 of Companies Act, 2013,

INDEX OF DOCUMENTS SUBMITTED

| Sr. No. | Documents to be submitted along with application under Regulation 37 of the LODR Regulations | ATTACHMENTS |
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| 1. | Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme. | Annexure - 1 |
| 2. | Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT. | Annexure – 2 |
| 3. | Valuation report from Independent Chartered Accountant, as applicable , as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. | Annexure – 3 |
| 4. | Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above. | Annexure – 4 |
| 5. | Fairness opinion by Independent SEBI Registered Merchant Banker. | Annexure – 5 |
| 6. | Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the LODR Regulations. | Annexure – 6 |
| 7. | Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per format. | Annexure - 7 |
| 8. | Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies. | Annexure - 8 |
| 9. | <p>Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old).</p> <p>Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.</p> | <p>Annexure - 9</p>  |

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| 10. | Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular. | Annexure - 10 |
| 11. | Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards. | Annexure - 11 |
| 12. | Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). | Will be submitted within 7 days of expiry of 21 days from the date of filing of the Scheme. |
| 13. | If as per the company, approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: <ul style="list-style-type: none"> a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate. | Not Applicable |
| 14. | If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Provisions of SEBI (ICDR) Regulations is to be provided. | Annexure - 12 |
| 15. | Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE. | BSE Limited (Resolution is Attached) |
| 16. | Brief details of the transferee/resulting and transferor/demerged companies. | Annexure – 13 |
| 17. | Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies. | Annexure – 14 |



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| 18. | Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company. | Annexure – 15 |
| 19. | Capital evolution details of the transferee/resulting and transferor/demerged companies. | Annexure – 16 |
| 20. | Confirmation by the Managing Director/ Company Secretary. | Annexure – 17 |
| 21. | Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year. | Annexure – 18 |
| 22. | <p>a) Processing fee (non-refundable) will be payable to BSE as below, through <u>Online Payment Gateway (via Net Banking Facility) in Listing Centre portal-</u> Details given in Annexure XII</p> <p>Rs.1,80,000/- plus GST as applicable, where one entities/companies are Merged or one new company formed due to De-merger</p> <p>Rs.2,00,000/- plus GST as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure XII or through DD <u>favoring 'Securities and Exchange Board of India' payable at Mumbai'</u></p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p> | <p>The Processing Fees is being paid simultaneously with the filing of this application.</p>  |
| 23. | In case of scheme of demerger, additional documents as per Annexure XIII are to be submitted | Not Applicable |
| 24. | a) In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking | Not Applicable |

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| | <p>signed by CS / MD of the company as per format attached in Annexure XIV confirming compliance with the requirements of SEBI circular dated May 26, 2017.</p> <p>b) In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the requirements of SEBI circular Ref: CFD/DIL3/CIR/2017/105 dated September 21, 2017 by CS/MD and statutory auditor of the company.</p> | |
| 25. | <p>Name & Designation of the Contact Person</p> <p>Telephone Nos. (landline & mobile)</p> <p>Email ID.</p> | <p>Name : Gajendra Mewara</p> <p>Designation : Company Secretary</p> <p>Telephone No. - 022 30013774</p> <p>Mobile No.: 9833324822</p> <p>Email: gajendra.mewara@phoenixmarketcity.in</p> |

