

March 31, 2017

To

**The Corporate Relationship Department**  
**BSE Limited**  
 Phiroze Jeejeebhoy Towers  
 Dalal Street, Mumbai- 400 001  
 Fax: 22722037/39/41/61

**The Listing Department,**  
**The National Stock Exchange of India Ltd**  
 Bandra-Kurla Complex, Mumbai.  
 Fax: 022-26598237/38

**Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)**

**Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Regulations")**

Dear Sir(s),

Pursuant to the requirements of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I am enclosing herewith the disclosure regarding the following inter se transfer of shares between me and the Persons Acting in Concert (PAC) with the Promoters of The Phoenix Mills Limited on March 30, 2017 in the prescribed form.

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	
Atul Ruia	2403501	1257955	Gayatri Ruia	1414400	Gayatri Ruia	-
		156445	Sharanya A. Ruia Beneficiary Trust	-	-	-
<b>Total</b>	<b>2403501</b>	<b>1414400</b>		<b>1414400</b>		<b>2403501</b>

Kindly take the same on record.

Regards,

  
 Atul Ruia

Encl.: as above

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	The Phoenix Mills Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Atul Ruia		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE Limited		
Details of the acquisition / disposal-as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a)Shares carrying voting rights	Person Acting In Concert - 9,38,07,381	61.285	N.A.
	Atul Ruia - 24,03,501	01.570	N.A.
b)Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/others)			
c)Voting rights (VR) otherwise than by shares			
d)Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e)Total (a+b+c+d)	<b>9,62,10,882</b>	<b>62.855</b>	<b>N.A.</b>
Details of acquisition/sale			
a)Shares carrying voting rights acquired/sold	<b><i>Inter se Transfer between Promoters</i></b>		N.A.
	14,14,400 (transferred from Gayatri Ruia)	0.924	
	12,57,955 (transferred to Gayatri Ruia)	(0.822)	
	1,56,445 (transferred to Sharanya A. Ruia Beneficiary Trust)	(0.102)	
b)VRs acquired /sold otherwise than by 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) acquired/sold			

d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)	<b>No change in holding post inter se transfer</b>	<b>0.000</b>	<b>N.A.</b>
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	Person Acting In Concert - 9,38,07,381	61.285	N.A.
	Atul Ruia - 24,03,501	01.570	N.A.
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) 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			
e) Total (a+b+c+d)	<b>9,62,10,882</b>	<b>62.855</b>	<b>N.A.</b>
Mode of acquisition / sale-(e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer of shares between Promoters and PAC		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30.03.2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 306,133,814 (153,066,907 Equity Shares)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 306,133,814 (153,066,907 Equity Shares)		
Total diluted share/voting capital of the TC after the said acquisition	N.A.		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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.



**Atul Ruia**

**Signature of the acquirer / seller / Authorised Signatory**

Place: Mumbai

Date: 31.03.2017