

Date: February 9, 2018

From Acquirer: Mr. Atul Ruia

To

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

The National Stock Exchange of India Ltd
Bandra-Kurla Complex,
Mumbai.

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)

Sub - Intimation under Regulation 10(7) of SEBI (SAST) Regulations, 2011

Dear Sirs,

This is with reference to the above referred subject.

I, Atul Ruia, Promoter of The Phoenix Mills Limited (the Company) and the Acquirer, am enclosing herewith necessary disclosure under Regulation 10(7) of the SEBI (SAST) Regulations, 2011, in the prescribed format for your kind information and records.

Kindly take the same on record.

Thanking You

Yours Faithfully



Atul Ruia

Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. General Details		
a.	Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Atul Ruia Add: - Ruia House No. 19, Bhau Saheb Hire Marg, Malabar Hill, Mumbai- 400 006 Tel: - 022 3001 6600 e-mail - secretarial@phoenixmarketcity.in
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	N.A.
d.	Name, address, Tel. no. and e-mail of sender, if the sender is not the acquirer	N.A.
2. Compliance of Regulation 10(7)		
a.	Date of report	February 9, 2018
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3. Compliance of Regulation 10(5)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition	Yes
b.	Date of Report	January 22, 2018
4. Compliance of Regulation 10(6)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days after the date of the proposed acquisition.	Yes
b.	Date of Report	February 5, 2018
5. Details of the Target Company (TC)		
a.	Name & address of TC	The Phoenix Mills Limited 462, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
6. Details of the acquisition		
a.	Date of acquisition	January 30, 2018
b.	Acquisition price per share (in Rs.)	N.A. as transfers have been effected by way of gift from Mr. Ashokkumar Ruia (Acquirer's father) to Mr. Atul Ruia (Acquirer).
c.	Regulation which would have triggered an open offer, had the report not been filed under	Regulation 3 (1) read with Regulation 3 (3) and Regulation 5 (1).



	Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)				
d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
	Name of the acquirer(s)/ PACs (**)				
	Mr. Atul Ruia	24,03,501	1.57	31,69,046	2.07
	Mr. Ashokkumar Ruia	36,59,594	2.39	28,94,049	1.89
	Ruia International Holding Company Private Limited	4,93,47,248	32.23	4,93,47,248	32.23
	Senior Advisory Services Private Limited	1,54,90,049	10.12	1,54,90,049	10.12
	Radhakrishna Ramnarain Private Limited	1,16,67,800	7.62	1,16,67,800	7.62
	Ashok Apparels Private Limited	96,70,665	6.32	96,70,665	6.32
	Mrs. Amla Ashokkumar Ruia	21,25,000	1.39	21,25,000	1.39
	Mrs. Gayatri Atul Ruia	15,34,890	1.00	15,34,890	1.00
	Sharanya A. Ruia Beneficiary Trust	2,78,935	0.18	2,78,935	0.18
	Ashton Real Estate Development Private Limited	33,200	0.02	33,200	0.02
e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
	Name of the seller(s)(**)				
	Mr. Ashokkumar Ruia	36,59,594	2.39	28,94,049	1.89
7.	Information specific to the exemption category to which the instant acquisition belongs- Regulation 10(1)(a)(i)				
a.	Provide the names of the seller(s)	Mr. Ashokkumar Ruia (Promoter of the TC and father of the Acquirer)			
b.	Specify the relationship between the acquirer(s) and the seller(s).	Mr. Ashokkumar Ruia is the father of the Acquirer			
c.	Confirm whether the acquirer(s) and the seller(s) are 'immediate relatives' as defined in the Regulation 2(l).	The Acquirer, Mr. Atul Ruia is the son of the Seller, Mr. Ashokkumar Ruia			
d.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	Rs. 569.29			
e.	If the shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.			

f.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable.	N.A. as transfers have been effected by way of gift from Mr. Ashokkumar Ruia (Acquirer's father) to Mr. Atul Ruia (Acquirer).
g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	January 22, 2018
h.	1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same.	1) Yes 2) Attached separately as Annexure
i.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(i) with respect to exemptions has been duly complied with.	I confirm that all the conditions specified under regulation 10(1)(a)(i) with respect to exemptions have been duly complied with.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)

I e hereby declare that the information provided in the instant report is true and nothing has been concealed there from.


Atul Ruia

Date: February 9, 2018
Place: Mumbai

NOTE:

- (*)In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**)Shareholding of each entity shall be shown separately as well as collectively.



Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	General Details	
a.	Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Atul Ruia Add: - Ruia House No. 19, Bhau Saheb Hire Marg, Malabar Hill, Mumbai- 400006 Tel: - 022 3001 6600 e-mail - secretarial@phoenixmarketcity.in
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	N.A.
d.	Name, address, Tel. no. and e-mail of sender, if the sender is not the acquirer	N.A.
2.	Compliance of Regulation 10(7)	
a.	Date of report	February 9, 2018
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3.	Compliance of Regulation 10(5)	
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition	Yes
b.	Date of Report	January 22, 2018
4.	Compliance of Regulation 10(6)	
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.	Yes
b.	Date of Report	February 5, 2018
5.	Details of the Target Company (TC)	
a.	Name & address of TC	The Phoenix Mills Limited 462, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
6.	Details of the acquisition	
a.	Date of acquisition	January 30, 2018
b.	Acquisition price per share (in Rs.)	N.A. as transfers have been effected by way of gift from, Mr. Ashokkumar Ruia (Acquirer's father) to Mr. Atul Ruia (Acquirer).



c.	Regulation which would have triggered an open offer, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3 (1) read with Regulation 3 (3) and Regulation 5 (1).			
d	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
Name of the acquirer(s)/ PACs (**)					
	Mr. Atul Ruia	24,03,501	1.57	31,69,046	2.07
	Mr. Ashokkumar Ruia	36,59,594	2.39	28,94,049	1.89
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	Radhakrishna Ramnarain Private Limited	1,16,67,800	7.62	1,16,67,800	7.62
	Ashok Apparels Private Limited	96,70,665	6.32	96,70,665	6.32
	Mrs. Amla Ashokkumar Ruia	21,25,000	1.39	21,25,000	1.39
	Mrs. Gayatri Atul Ruia	15,34,890	1.00	15,34,890	1.00
	Sharanya A. Ruia Beneficiary Trust	2,78,935	0.18	2,78,935	0.18
	Ashton Real Estate Development Private Limited	33,200	0.02	33,200	0.02
e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
Name of the seller(s)(**)					
	Mr. Ashokkumar Ruia	36,59,594	2.39%	28,94,049	1.89%
7.	Information specific to the exemption category to which the instant acquisition belongs- Regulation 10(1)(a)(ii)				
a.	Provide the names of the seller(s)	Mr. Ashokkumar Ruia (Promoter of the TC)			
b.	Specify the relationship between the acquirer(s) and the seller(s).	Both Mr. Atul Ruia (Acquirer) and Mr. Ashokkumar Ruia (Seller) are Promoters of the TC			
c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	Year 1 (as on January 31, 2015)	Year 2 (As on January 31, 2016)	Year 3 (As on January 31, 2017)	
	Acquirer(s) (*)	23,35,362 (1.61%)	24,03,501 (1.57%)	24,03,501 (1.57%)	
	Sellers(s) (*)	36,59,594 (2.53%)	36,59,594 (2.39%)	36,59,594 (2.39%)	
d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of	Yes			

		such filings under the listing agreement or the Takeover Regulations.	
e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	Rs. 569.29	
f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.	
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	N.A. as transfers have been effected by way of gift from, Mr. Ashokkumar Ruia (Acquirer's father) to Mr. Atul Ruia (Acquirer).	
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	January 22, 2018	
i.	1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same.	1) Yes. 2) Attached separately as Annexure	
j.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.	I confirm that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions have been duly complied with.	

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI(Substantial Acquisition of Shares and Takeover Regulations, 2011)

I hereby declare that the information provided in the instant report is true and nothing has been concealed there from.



Atul Ruia

Date: February 9, 2018

Place: Mumbai

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

Disclosures made by the Promoters and Persons acting in concert with the Promoters during the last 3 financial years			
Date of Disclosures	Disclosure made by	Regulation under which the disclosure was made	Particulars of disclosure
02-04-2015	Ashokkumar Ruia on behalf of other Promoters, Promoter Group Companies and Persons Acting in Concert	Regulation 30(2) of SEBI (SAST) Regulations 2011	Annual Disclosures
28-04-2015	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 6520 shares on 27.04.2015
24-07-2015	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 5525 shares on 22.07.2015
28-08-2015	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 11000 shares on 26.08.2015
31-08-2015	Radhakrishna Ramnarain Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 4220 shares on 27.08.2015
31-08-2015	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 13394 shares on 27.08.2015 and 6000 shares on 28.08.2015
02-09-2015	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 6000 shares on 31.08.2015 and 7000 shares on 31.08.2015
02-09-2015	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 6500 shares on 02.09.2015
07-09-2015	Ashton Real Estate Development Private Limited	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 1400 shares on 03.09.2015 and 3000 shares on 04.09.2015
08-09-2015	Senior Holding Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 2890 shares on 07.09.2015
10-09-2015	Senior Holding Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 2459 shares on 08.09.2015 and 500 shares on 09.09.2015
10-09-2015	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 5500 shares on 09.09.2015
15-09-2015	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 500 shares on 11.09.2015 and 200 shares on 14.09.2015
18-09-2015	Sharanya A. Ruia Beneficiary Trust	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 1350 shares on 15.09.2015 and 650 shares on 16.09.2015
12-10-2015	Radhakrishna Ramnarain Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 30,000 shares on 08.10.2015
12-10-2015	Senior Holding Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 28000 shares on 08.10.2015 and 50000 shares on 09.10.2015
12-10-2015	Ruia International Holding Company Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 103000 shares on 08.10.2015 and 09.10.2015
30-11-2015	Radhakrishna Ramnarain Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 2650 shares on 26.11.2015
30-11-2015	Senior Holding Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 11300 shares on 26.11.2015
30-11-2015	Ruia International Holding Company Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 28490 shares on 26.11.2015
30-11-2015	Ashton Real Estate Development Private Limited	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 28800 shares on 26.11.2015
02-12-2015	Ruia International Holding Company Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 3302 shares on 30.11.2015
11-12-2015	Ruia International Holding Company Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 5419 shares on 09.12.2015
18-03-2016	Senior Advisory Services Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 227650 shares on 17.03.2016
21-03-2016	Senior Advisory Services Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 24700 shares on 18.03.2016
23-03-2016	Radhakrishna Ramnarain Private Limited (Promoter Group Company)	Regulation 29(2) of SEBI (SAST) Regulations 2011	Acquisition of 13000 shares on 21.03.2016
01-04-2016	Ashokkumar Ruia on behalf of other Promoters, Promoter Group Companies and Persons Acting in Concert	Regulation 30(2) of SEBI (SAST) Regulations 2011	Annual Disclosures
31-03-2017	Atul Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Inter-se transfer of shares between promoters and persons acting in concert
31-03-2017	Gayatri Ruia	Regulation 29(2) of SEBI (SAST) Regulations 2011	Inter-se transfer of shares between promoters and persons acting in concert
31-03-2017	Sharanya A. Ruia Beneficiary Trust	Regulation 29(2) of SEBI (SAST) Regulations 2011	Inter-se transfer of shares between promoters and persons acting in concert
07-04-2017	Ashokkumar Ruia on behalf of other Promoters, Promoter Group Companies and Persons Acting in Concert	Regulation 30(2) of SEBI (SAST) Regulations 2011	Annual Disclosures